

CONSTITUTION AND BY-LAWS
OF THE
HENRY C. CONRAD ALUMNI ASSOCIATION INC.
WOODCREST, DELAWARE

Adopted December 17, 2012

**Constitution
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Henry C. Conrad Alumni Association, Inc.

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CONSTITUTION

Henry C. Conrad Alumni Association Inc.

Article I: Name, Office, Objective, Rights and Powers, Prohibited Activities

Section 1: Name.

This organization shall be registered with the State of Delaware and the county of New Castle as a Not-For-Profit Corporation and be known as the Henry C. Conrad Alumni Association Inc., herein referred to as the "Association". Approved abbreviations of the organization shall be "Conrad Alumni Association", "Conrad High School Alumni Association", "CAA" or "HCCAA".

Section 2: Office.

The official address of the Association shall be:

Henry C. Conrad Alumni Association Inc.
P.O. Box 3398
Newport, Delaware 19804

Section 3: Purpose: Mission Statement, Vision Statement

Mission Statement: The Henry C. Conrad Alumni Association Inc. exists to support the Conrad Schools of Science while preserving and restoring the former Henry C. Conrad High School legacy with the hope to reenergize the commitment to the school and community at large.

Vision Statement: The Henry C. Conrad Alumni Association Inc. wants everyone to understand through our actions the true meaning of "Love and Honor" to Conrad.

The Association is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4: Objectives.

The objectives of the Association are listed below and will be annually reviewed and revised if necessary. They are:

- a. To establish a cohesive and efficient organization ready to promote awareness and support traditions of the new high school while restoring and preserving the "Love and Honor" of the old school's tradition;
- b. To re-establish and sustain the excellent reputation of the high school, and to recognize and appreciate the diversity of its students and alumni;
- c. To encourage more alumni to join and volunteer their time to support fundraising and other activities for the benefit of the high school.

Section 5: Rights and Powers.

The Association may hold or dispose of property, real or personal, as may be given, devised or bequeathed to it or entrusted to its care and keeping; may purchase, acquire and dispose of such property as may be necessary to carry out the purposes of the Association; and may manage, control and utilize the same subject to the provisions of its certificate of incorporation and the laws of the State of Delaware.

Section 6: Prohibited Activities.

- a. absolutely refrain from participating in the political campaigns of candidates for local, state or federal office;
- b. absolutely ensure that its assets and earnings do not unjustly enrich board members, officers, key management employees, or other insiders;
- c. not further non-exempt purposes (such as purposes that benefit private interests) more than insubstantially.
- d. not operate for the primary purpose of conducting a trade or business that is not related to its exempt purpose(s);
- e. not engage in activities that are illegal or violate fundamental public policy.
- f. Association must restrict its legislative activities.

Article II: Membership

Section 1: Eligibility.

All Alumni are eligible for membership. An Alumnus includes any person who attended Henry C. Conrad High School, Conrad Middle School or The Conrad Schools of Science.

Article III: Elected Offices, Board of Directors and Committee Chairs.

Section 1: Elected Offices and Board of Directors.

The elected offices of the Association shall consist of:

- President
- Vice President
- Secretary
- Treasurer
- Board of Directors

Section 2: Committee Chairs.

The President will make appointments to the Committee Chairs with the input and approval of the Members present.

Article IV: Election of Officers and Appointments.

Section 1: Eligibility to Hold Office.

- a. Only Active or Life Members in good standing are eligible to hold office; no Active or Life Member can hold more than one elected office.

Section 2: Nominations for Office.

- a. Nominations will be held at the April regular meeting.
- b. Nominations shall be made from the floor. Only Active or Life Members in good standing may make nominations.
- c. No Active or Life Member shall be nominated from the floor unless present at the nominations, or unless the Member has given written consent to the Secretary prior to the meeting.
- d. Any nominee wishing to withdraw their name from the nomination may do so verbally at the time their name is presented, or notify the Secretary in writing prior to the election.

Section 3: Elections.

- a. Election of officers shall be held at the May meeting. Elections will be held after New Business.
- b. New Business will resume immediately following the counting of ballots and announcement of results.

- c. Voting shall be by a written or online ballot, received by the Secretary at or prior to the May meeting. The ballot may be dispensed with by unanimous vote when there is only one (1) candidate for an office.
- d. The candidate(s) receiving the highest number of votes shall be declared elected. In the event that candidate, having been elected, declines the office immediately, the candidate receiving the next highest number of votes will be declared elected, etc.

Section 4: Terms of Office.

- a. All terms of officers and committee chairs shall be two (2) years (May to April).
- b. President and Secretary terms shall expire in even years.
- c. Vice President and Treasurer Terms shall expire in odd years.
- d. Sergeant-At-Arms term shall be three (3) years.

Section 5: Vacancies.

- a. In the event the office of President becomes vacant due to resignation, disability, death, etc, the Vice President shall assume the duties of the President and fulfill the remainder of the term.
- b. All other vacancies of elected officers shall be fulfilled by a special nomination and election at the next regularly scheduled meeting at which the Association receives notice of the vacancy.
- c. Any officer who is absent from three (3) consecutive regular meetings, without a legitimate reason accepted by the Board of Directors, may have their offices declared vacant by action of the Board of Directors. The vacancy shall be filled according to Section 5b.

Article V: Meetings.

Section 1: Regular Meetings.

A regular meeting shall be held monthly as defined in the By-Laws.

Section 2: Special Meetings.

A special meeting may be called as stipulated in the By-Laws.

Article VI: Quorum.

Ten (10) members of the Membership shall constitute a quorum for the transaction of business at any regular or special meeting. The Association shall not dissolve as long as ten (10) Active or Life Members are willing and able to continue it.

Article VII: Amendments to the Constitution.

This Constitution may be amended as follows:

- a. The proposed amendment must be presented to the membership in writing, signed by seven (7) Active or Life Members, at a regularly scheduled meeting. The proposed amendment will be read, and at that time the Membership present will establish a date of a review meeting. At least one (1) of the signers of the proposed amendment must be present at the Membership review meeting.
- b. At the next regularly scheduled meeting, the Membership present shall report to the Membership with a recommendation. The amendment will then be presented for consideration for adoption by a 2/3 vote of the Membership, a quorum being present. If a

2/3 vote is not received, the amendment will be rejected. Meeting minutes will reflect the final outcome of the vote. No other notification will be made to amendment sponsors.

Article VIII: Roberts Rules of Order:

Any situation not specially covered in this Constitution shall be governed by Roberts Rules of Order Newly Revised.

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BY-LAWS

OF

Henry C. Conrad Alumni Association Inc.

By-Law 1: Meetings.

Section 1: Regular Meetings.

- a. Regular Meetings of the full Association shall be held on the third Monday of every month at 6:00 pm. Variations of the meeting date must be approved by a majority vote of the Members present. Changes to the regularly scheduled meeting dates or times will be recorded in the Minutes and posted on the Association website.
- b. Regular meetings will be held at Conrad Schools of Science in the library.
- c. Order of business for regular meetings:
 1. Minutes of the previous meetings(s).
 2. Financial report.
 3. Reports of standing committees.
 4. Reports of special committees.
 5. Unfinished business.
 6. New business.
 7. Nominations (April) and Elections (May).
 8. Items for the good of the Association.

Section 2: Special Meetings.

The President shall call a special meeting whenever requested by the majority of the Membership or a written petition by ten (10) Active or Life Members. The time, place and subject of the meeting will be stated in the call and each member in good standing shall be notified by email by the Secretary at least forty-eight (48) hours prior to the meeting. Only the stated business may be brought to the floor and discussed.

By-Law 2: Qualifications and Application for Membership

Section 1: Qualification.

Any person meeting the requirements for membership as stated in Article II, Section 1 of the Constitution is eligible to apply for membership.

Section 2: Applications.

Any person meeting the Qualification shall sign up for membership in the Association via its website, email or in person at a meeting.

By-Law 3: Active and Life Memberships.

Section 1: Active Member Qualifications.

An Active Member is a member who:

- a. has signed up via the website, email or in person at a meeting;
- b. is eligible to vote on Association matters
- c. is eligible to hold office or Committee chairmanship

Section 2: Life Member Qualification.

A Life Member is a member who has been an Active Member of the Alumni Association for ten (10) consecutive years or more or has been awarded Life Member status (Honorary Life Member).

Section 3: Participation.

Only Active and Life Members may participate in meeting discussions, nominate members for office, hold office, and vote.

By-Law 4: General Qualification for Elected Officers & Board of Directors.

Section 1: Eligibility to Hold Office.

To be nominated, elected or appointed to the office of President, Vice President, Secretary, Treasurer, Sergeant At Arms or Board of Directors a member must:

- a. have been an Active Member for at least one (1) years or be a Life Member;
- b. be a member in good standing.

Section 2: Eligibility to Hold Office.

To be nominated, elected or appointed to the office of Secretary, Treasurer or Sergeant-At-Arms, the member must be an Active Member in good standing.

By-Law 5: General Duties of the Elected Officers & Board of Directors

Section 1: Attendance.

All Elected Officers and Board of Directors must attend two thirds (66%) of all regularly scheduled meetings. Failure to meet this requirement without a reason acceptable to the other Officers & Board of Directors, shall make the Officer ineligible for re-election the next term.

Section 2: Transition of Office.

All Officers and Directors, upon completion of their term in office, must immediately turn over all Association property (pertaining to their office) to their successor.

Section 3: Disbursement Authorization.

- a. All Association checks must be signed by the Treasurer or the President.
- b. The Treasurer, Secretary and all Committee Chairs are authorized to spend up to \$25 per month on Association business without approval from the Membership. Receipts must be presented to the Treasurer for reimbursement.

By-Law 6: Duties of the President

Section 1: Entitlement.

The President is the Chief Executive Officer of the Association. That person shall, with the advice and consent of the Officers, Board of Directors and membership at large, exercise general supervision over the affairs of the Association during his or her tenure in office and shall perform such other duties as ordinarily incumbent upon the President.

Section 2: Responsibilities.

The President shall:

- a. Preside and maintain order at all Association meetings;
- b. Assist in preparing meeting agendas;
- c. Call Special Meetings in accordance with the provision of By-Law 1;
- d. Appoint all Committee Chairs; oversee and serve as ex-officio member of all committees;

- e. Have the power to make commitments on behalf of the Association in the name of the Association; work in partnership with Conrad Schools of Science staff to ensure the Association honors its commitments;
- f. Approve all correspondence and communications to organizations other than Association members such as the news media and government agencies for the purpose of maintaining the objectives of the Association as stated in the Constitution;
- g. Oversee an annual evaluation.

Section 3: Emergency Powers

- a. The President may take any actions necessary in the event of an emergency, without approval of the Board of Directors or the Membership, in order to maintain the safety of the members of the Association and any other persons involved in activities related to an Association activity. The President will remain accountable, to the extent of the terms of the Association's legal liability set forth in these By-Laws, for any actions so taken under the authority of this clause.

By-Law 7: Duties of the Vice President

Section 1: Responsibilities.

- a. The Vice President shall assume all duties of the President in his absence, disability or refusal to act. While acting in place of the President, the Vice President will have all powers of the President;
- b. the Vice President shall perform all duties, for the good of the Association, as assigned by the President and shall attend all regular meetings;
- c. The Vice President shall serve as an ex-officio member of all standing and special Committees in the absence of the President at such committee meetings.

By-Law 8: Duties of the Secretary.

Section 1: Responsibilities.

- a. The Secretary shall attend and keep accurate minutes of all Association meetings. He or she shall be the custodian of all Association non-financial records;
- b. The Secretary shall prepare and review meeting minutes;
- c. The Secretary shall assume the duties of the President and Vice President when neither are present;
- d. The Secretary shall provide notice of meetings when and as required;
- e. The Secretary shall handle all administrative correspondence of the Association, with all outgoing correspondence having the approval of the President and the Executive Committee.
- f. The Secretary shall ensure that all records are available at any Association meeting that he or she is unable to attend;
- g. The Secretary shall perform all duties for the good of the Association as assigned by the President.
- h. The Secretary shall maintain and keep the latest copy of the Constitution and By-Laws and all the documents pertinent to the Association and Incorporation with the exception of Treasurers documents and FAC documents.

By-Law 9: Duties of the Treasurer.

Section 1: Responsibility.

- a. The Treasurer shall have custody of and responsibility for all monies and securities belonging to the Association;

- b. The Treasurer shall keep complete and accurate records of financial transactions and conditions. The Treasurer must ensure that all expenditures are properly authorized and evidenced by a receipt and paid in a timely manner. All financial records will be subject to examination by the President, Executive Board, and Membership at any time;
- c. The Treasurer shall make a financial report at each Association meeting, and shall make any other reports that may be required by the President or the Membership;
- d. The Treasurer shall understand financial accounting for non-profit organizations, shall file tax returns as applicable, and shall oversee and present an annual budget.
- e. The Treasurer shall be a member of and work closely with the Financial Accountability Committee.

By-Law 10: Duties of the Sergeant-At-Arms.

Section 1: Responsibility.

- a. The Sergeant-At-Arms shall attend all meetings;
- b. The Sergeant-At-Arms shall keep order at all Meetings and shall use Roberts Rules of Order to decide all questions in debates of proceedings of the Association providing they do not conflict with the Association's Constitution and By-Laws.
- c. The Sergeant-At-Arms shall act as a steward for the Association and as an objective observer.
- d. The Sergeant-At-Arms shall understand and support the mission, goals and objectives of the Association.
- e. Any Officer or Director can assume the responsibility of the Sergeant-At-Arms in their absence.

By-Law 11: Executive Committee

Section 1: Content.

The Executive Committee shall consist of the Officers, Sergeant-At-Arms and Board of Directors.

Section 2: Executive Committee Meetings.

Executive Committee meetings may be called by the President or three (3) or more members of the Committee. The membership of the Executive Committee must be notified at least forty-eight (48) hours in advance of such meetings.

By-Law 12: Board of Directors

Section 1: Content.

The maximum number of directors shall be at seven (7), but in no case less than three (3) as may be designated from time to time by resolution of a majority of the entire Officers and Board of Directors.

Section 2: Responsibility.

The Board of Directors shall be manage the affairs of the Association with the input of the Membership and shall see that the Association functions within its corporate charter. They shall serve in an advisory capacity to the President. They will attend meetings monthly to discuss, review and guide the direction of the Association.

By-Law 13: Membership Committee

Section 1: Committee Structure.

The Membership Committee shall be led by a Committee Chair. The Committee shall meet at the discretion of the Chair. The Membership Committee is a Standing Committee. The Committee

should strive to have at least 5 members. If unanimously decided by the Committee there can be two Co Chairs instead of one Chair. All new projects must be presented to the Membership for approval before implementation.

Section 2: Objectives

- a. Grow Active membership;
- b. Compile and maintain a computer-based database of members;
- c. Collaborate with Conrad reunion committees

By-Law 14: Communications/Publicity Committee.

Section 1: Committee Structure.

The Communications/Publicity Committee shall be led by a Committee Chair. The Committee shall meet at the discretion of the Chair. The Communications/Publicity Committee is a Standing Committee. The Committee should strive to have at least 5 members. If unanimously decided by the Committee there can be two Co Chairs instead of one Chair. All new projects must be presented to the Membership for approval before implementation.

Section 2: Objectives

- a. Develop and publish an eNewsletter on the website;
- b. Expand the website to give the best return to the association;
- c. Develop and establish press releases and advertising formats.

By-Law 15: Fundraising/Events Committee.

Section 1. Committee Structure.

The Fundraising/Events Committee shall be led by a Committee Chair. The Committee shall meet at the discretion of the Chair. The Fundraising/Events Committee is a Standing Committee. The Committee should strive to have at least 5 members. If unanimously decided by the Committee there can be two Co Chairs instead of one Chair. All new projects must be presented to the Membership for approval before implementation.

Section 2. Objectives.

- a. Establish calendar of fundraising/events activities annually.
- b. Host an annual recognition event.
- c. Establish goals for the year;
- d. Collaborate with Conrad Schools of Science PTO, Athletic booster and Arts booster committees.
- e. Hold Annual Fund Drive Campaign every August.

By-Law 16: Mentoring/Liaison Committee.

Section 1. Committee Structure.

The Mentoring/Liaison Committee shall be led by a Committee Chair. The Committee shall meet at the discretion of the Chair. The Mentoring/Liaison Committee is a Standing Committee. The Committee should strive to have at least 5 members. If unanimously decided by the Committee there can be two Co Chairs instead of one Chair. All new projects must be presented to the Membership for approval before implementation.

Section 2. Objectives.

- a. Focus mentoring on academics, arts, and sports;
- b. Develop and schedule training for mentoring opportunities;
- c. Meet with Conrad Schools of Science administration to identify specific needs.

By-Law 17: Financial Accountability Committee.

Section 1. Committee Structure.

The Financial Accountability Committee shall be led by a Committee Chair. The Committee shall meet at the discretion of the Chair. The Financial Accountability Committee is a Standing Committee. The Committee should strive to have at least 5 members. If unanimously decided by the Committee there can be two Co-Chairs instead of one Chair. All new projects must be presented to the Membership for approval before implementation.

Section 2. Objectives.

- a. Ensure the financial health of the Association:
- b. Establish guidelines for the protection of the Association's 501(c) (3) nonprofit status.
- c. Conduct a financial review of all records once a year during the November/December timeframe and report the Committee's findings to the President of the Association's January meeting.
- d. Conduct an inventory of all items held by the Association once a year during the November/December timeframe and report the Committee's findings to the President at the Association's January meeting.

By-Law 18: Museum/Historical Committee

Section 1. Committee Structure

The Museum/Historical Committee shall be led by a Committee Chair. The Committee shall meet at the discretion of the Chair. The Museum/Historical Committee is a Standing Committee. The Committee should strive to have at least 5 members. If unanimously decided by the Committee there can be two Co Chairs instead of one Chair. All new projects must be presented to the Membership for approval before implementation.

Section 2. Objective.

The Museum/Historical Committee objective is to curate, collect and display, in the museum, memorabilia promoting the past and present of the Conrad Schools.

By Law 19: Ad-Hoc Committees.

Section 1: Creation and Dissolution.

The President or the Executive Committee may, at any time, create or dissolve any Ad-Hoc Committee as deemed necessary. The Chair of any Ad-Hoc Committee will report to the President unless otherwise stated in the Committee's directive. All new projects must be presented to the Membership for approval before implementation.

By-Law 20: Amendment of By-Laws.

Section 1: Amendment.

Subject to the power of the members, if any, of this corporation to adopt, amend, or repeal the bylaws of this corporation and except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed, and new bylaws adopted by approval of the Executive Committee, consisting of the Officers, Sergeant At Arms, and the Board of Directors.

By-Law 21: Construction and Terms.

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding. All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter,

corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation. In the event of the liquidation, dissolution, or winding up of this Corporation, the Officers and Board of Directors actions will be as outlined in Article Ninth of the Certificate of Incorporation and disposition within the meaning of Section 501(c) (3) of the Internal Revenue code.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF CONSTITUTION & BYLAWS

We, the undersigned, are all of the initial officers and incorporator of this corporation, Henry C. Conrad Alumni Association Inc., and we consent to, and hereby do, adopt the foregoing, consisting of the 13 preceding pages as the Constitution and By-Laws of this corporation.

Dated: _____

President, Jeff Nichols

Vice President, John Cheban

Incorporator, Theresa Giuliani Satterfield

Secretary, Joan Stratton

Treasurer, Gail Pollinger

RESOLUTIONS ADOPTED BY INCORPORATOR
OF
HENRY C. CONRAD ALUMNI ASSOCIATION, INC.

The undersigned, being the sole Incorporator of the Corporation hereby adopts the following resolutions.

- (1) RESOLVED, that a copy of the Certificate of Incorporation of the Henry C. Conrad Alumni Association Inc., together with the original receipt showing payment of the statutory organization tax and filing fee, be inserted in the Corporate Kit, Minute Section of the Corporation.
- (2) RESOLVED, that the form of First Constitution & By-Laws submitted to this meeting be, and the same hereby are, adopted as and for the Constitution & By-Laws of the Corporation, and that a signed copy thereof be placed in the Corporate Kit of the Corporation, directly following the Certificate of Incorporation.
- (3) RESOLVED, that the following persons be, and they hereby are, elected as Officers of the Corporation, to serve until their successors are elected and qualify, according to this Constitution & By-Laws.

_____ President
Jeff Nichols

_____ Vice President
John Cheban

_____ Secretary
Joan Stratton

_____ Treasurer
Gail Pollinger

Dated: _____

Theresa Giuliani Satterfield, Incorporator