



Frankfurt American High School Alumni Association

Classes of 1967 – 1973

BYLAWS

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ARTICLE 1
Name and Location

Section 1.

The name of the organization shall be the Frankfurt American High School Alumni Association (FAHSAA) 1967-73, also referred to in these Bylaws as “the Association.”

Section 2.

The Association shall maintain a mailing address for the promotion of Association objectives. The location of the Headquarters shall be established at such a place or places and with such facilities and functions as the Board may direct.

ARTICLE II
Purpose

Section 1.

FAHSAA was established primarily to serve the Classes of 1967-1971 but has been expanded to include the Classes of 1972 and 1973, its faculty and others interested in maintaining the FHS experience, by providing a forum with which to connect, share memories, and reestablish relationships through annual reunions, newsletters, a directory, and the website.

ARTICLE III
Membership

Section 1.

The membership of this Association shall consist of any individuals interested in connecting with former FHS classmates. The remittance of annual dues further solidifies this interest and establishes the individual as a recognized member in good standing, with entitlement to receive newsletters, any mailings, an annual directory and maintain voting privileges in elections held by the Association.

Section 2.

Other Classes – The Board may create new or additional classes or subclasses of membership from time to time as necessary or as it may serve the best interests of the Association.

Section 3.

Voting Privileges/Right to Vote –Each member (as defined in Article III) in good standing shall have a single vote in all cases when a regular or special election is called by the Board. Only those members in good standing from the classes defined in Article II, Section 1, may vote on issues affecting the Association. However, other participants may make recommendations.

ARTICLE IV
Dues and Fees

Section 1.

Dues – Dues are paid annually in January of each calendar year in the amount that shall be determined by the resolution of the Board, with a cap of any increase by no more than 10% a year.

Section 2.

Fees – All other fees shall be determined by the Board.

ARTICLE V
Board of Directors

Section 1.

Members – The Association’s Board of Directors (the “Board”) shall consist of its Officers, namely the President, immediate Past President, Vice President, Secretary, Treasurer, Financial Advisor, Legal Counsel and At Large Members, who shall consist of one (1) designated Class Representative for each class between and including 1967-1973, and who shall be members in good standing of the Association.

Section 2.

Alternate Class Representatives – In addition to the designated Class Representative for each class, an alternate Class Representative for each class shall be named to assist the Class Representatives in their duties and to vote on their behalf, should they be unable to attend the Annual Business Meeting.

Section 3.

Terms – No Officer shall serve more than two consecutive terms in the same office. A term is defined to be two years in length, to commence at the conclusion of the Annual Meeting of the Association and end at the conclusion of the Annual Meeting two years later. Any At Large Member shall be eligible to serve on the Board as a class representative for a maximum of two (2) consecutive terms. At Large members who have completed two consecutive terms may be reappointed following an absence from Board service of a period equivalent to a current board term of office.

Section 4.

Meetings – Regular meeting of the Board shall be held at annual reunions, or upon the call of the President at such time and place he or she may designate. In the absence of the President, the Vice President, and thereafter, any other Board member present at such time, may hold the meeting.

Section 5.

Quorum – A simple majority of the Board shall constitute a quorum at any meeting of the Board. Unless a majority of the elected Officers is present, no binding action may be taken.

Section 6.

Vacancies – Any vacancies that may occur on the Board by reason of resignation, disability or other reason may be filled by appointment by the remaining members of the Board for the un-expired term.

Section 7.

Removal – Officers or Board members may be removed from office before the expiration of their term by a majority vote of the Board if there is clearevidence that in the previous six months the member has not fulfilled the duties of his or her office or there is evidence that the officer or Board member’s actions or inactions are not serving the best interests of the Association.

Section 8.

Duties – Management of the affairs, business and concerns of the Association shall be vested in this Board. Although it may delegate powers and share responsibilities, the ultimate authority for all official

action shall remain the responsibility of the Board. Its duties shall include, but not be limited to, establishing policies and procedures, and making such recommendations to the membership that will generally advance the interests and objectives of the Association.

Section 9.

Action taken by conference call or email by the Board shall be a valid action of the Board and shall be reported at the next Annual meeting of the Board.

Section 10.

The Executive Committee shall be the elected Officers: President, Vice President, Secretary and Treasurer, plus the Financial Advisor and Legal Counsel. The Executive Committee is established to make decisions on time sensitive matters or matters of routine management that involve a value of less than \$250.00, and that do not affect the long-range goals of the membership. Action taken by the Executive Committee shall be by a simple majority vote.

**ARTICLE VI
Officers**

Section 1.

Composition – The Officers of the Association, who shall be active members in good standing, shall be the President, the Vice President, the immediate Past President, the Secretary, the Treasurer, the Financial Advisor and the Legal Counsel, all with a vote. The President, Vice President, Secretary and Treasurer are elected at the annual reunion membership meeting of the Association and shall hold office for prescribed terms and until their successors have been duly qualified and elected.

Section 2.

President

- (a) The President shall be a member in good standing of the Association.
- (b) The President shall represent the entire membership and the best interests of the Association, be the official spokesperson for the Association (but may assign this authority), serve as the presiding officer of the Association, serve as Chairman of the Board of Directors, support and defend policies and programs adopted by the Board of Directors and membership, be an ex-officio member of all committees of the Association except as otherwise provided, have additional duties that are not inconsistent with the Bylaws as may be assigned by the Board of Directors, and appoint chairs of all committees not already specified elsewhere in these Bylaws, with ratification of the Board of Directors.
- (c) The President, subject to approval of the Board, shall designate any member to serve out the remainder of the term of any office that may become vacant. In the event the President is absent or unable to act, the Vice President shall perform the duties and exercise the powers of the President.

Section 3.

Vice President

- (a) The Vice President shall be a member in good standing of the Association who is elected by the membership.
- (b) The Vice President shall assume the office of President for the latter's unexpired term unless he or she is unable or unwilling to fulfill that position. In that case, the Election Committee will recommend a qualified candidate. In the absence of the President, the Vice President shall

assume the chair and duties of the President and shall undertake further duties as prescribed by the President and/or Board.

- (c) In the event that the Vice President is not able to serve, a Vice President shall be nominated by the Election Committee, and a special election shall be held at the discretion of the Board. The new Vice President shall take office immediately.

Section 4.

Same Time Vacancy—In the event that both the President and the Vice President are unable to serve, the Election Committee shall nominate a new President and Vice President, and a special election shall be held at the discretion of the Board. The new President and Vice President shall take office immediately.

Section 5.

Past President – The Immediate Past President shall serve on the Board at the conclusion of his or her term as President for a term corresponding to those terms of the other officers of the Association and shall have such duties as the Board or President may designate.

Section 6.

Secretary – The Secretary shall be a member in good standing of the Association and shall be elected by the membership. The Secretary shall be the recording officer of the Association and the custodian of its records. The Secretary shall perform all such other functions and duties as appropriate and customary for the office of Secretary, and as the Board of Directors shall prescribe.

Section 7.

Treasurer – The Treasurer shall be a member in good standing of the Association and shall be elected by the membership. The duties of the Treasurer are to reflect current practices and to provide oversight of the Financial Advisor. The Treasurer shall prepare a report of the year’s financial activity to be presented at the annual reunion meeting of the Association. The Treasurer shall perform all such other functions and duties as appropriate and customary for the office of Treasurer, and as the Board of Directors shall prescribe.

Section 8.

Financial Advisor – The Financial Advisor shall be a member in good standing of the Association and shall be appointed by the Board. The Financial Advisor shall handle receipts and disbursements, deposit monies in the name of the Association, perform bookkeeping duties for the Association and its Treasurer, prepare financial documents as requested, and prepare draft Treasurer’s Reports for the Treasurer’s review and approval. The Financial Advisor shall provide the Treasurer with full access to the Association’s checking and other accounts to ensure the appropriate checks and balances. The Financial Advisor is a voting member of the Board and is not subject to rotating off the Board every two years.

Section 9.

Legal Counsel – The Legal Counsel shall be a member in good standing of the Association and shall be appointed by the Board. The Legal Counsel shall advise and provide legal assistance or counsel in matters pertaining to the FAHSAA business when needed. The Legal Counsel is a voting member of the Board and is not subject to rotating off the Board every two years.

Section 10.

Class Representatives – The Class Representatives shall be members in good standing of the Association and shall be appointed by the Board. Their responsibilities shall include disseminating information to their respective classmates on business pertaining to FAHSAA and to inform them of upcoming reunions.

**ARTICLE VII
Annual Meeting**

Section 1.

There shall be an Annual Business Meeting of the Association at a time and place to be determined by the Board.

**ARTICLE VIII
Finances**

Section 1.

The fiscal year of the Association shall be the calendar year, commencing on January 1 of each year and concluding on December 31 of that same year.

Section 2.

All checks, drafts, and other orders for the payment of money notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officers or agents of the Association and in such a manner as shall be determined by the Board.

**ARTICLE IX
Committees**

Section 1.

The President or Vice President, subject to the approval of the Board, shall annually appoint such standing, special or subcommittees as may be required by the Bylaws or as the President/Vice President may deem necessary. A classmate shall not be in a dual role on any of these standing committees. Certain circumstances may warrant a dual role and will be subject to Board approval.

Section 2.

Standing Committees– The composition, function and structure of Standing Committees shall be governed by the following:

1. Perform continuing tasks of the Association
2. Report at least annually to the Board and more frequently if required by the Board
3. May be added, modified, or disbanded at the direction of the Board without a change in the Bylaws, unless otherwise provided in the Bylaws
4. Standing Committees shall include: The Election Committee, the Marketing Committee, Reunion Assistance Fund Committee (RAFC), Reunion Selection Committee, the Photography Team, Directory/Database Maintenance and the Website Team. The Chairs of these committees shall be approved by the Board, unless otherwise specified in the Bylaws.

Section 3.

Ad Hoc Committees – The function and structure of Ad Hoc Committees shall be governed by the following:

1. Creation and dissolution must be approved by the Board

2. Perform specific tasks
3. Report on a timely basis to the Board
4. Cease to exist when a final report is submitted, or at such other time as designated by the Board

ARTICLE X Elections

Section 1.

Voting shall take place via the Association’s website, which shall have a section devoted to elections and other member surveys. Members in good standing shall be eligible to cast their votes 30 days before the date set for the announcement of the results. Ballots are valid if cast by midnight Pacific Standard Time on the day specified. The Webmaster shall provide the count to the Board of Directors and membership. The votes shall be resolved by a vote of the Board. This section shall apply to all elections, unless otherwise specified in these Bylaws. A complete file of all ballots, tallies, and documents of the Election Committee or Board actions shall be maintained by the Secretary for a period equal to the length of terms of office voted upon in the subject election.

Section 2.

Ballot Results – Announcement of election results shall be made by the President at the Annual Business Meeting, and not more than thirty (30) days after the date on which Board terms become effective. Such notice will be given by website posting.

ARTICLE XI Publications

Section 1.

The Association’s website is the official communication to the membership.

Section 2.

Any notice posted on the website within thirty (30) days of a scheduled event and/or vote shall be considered full notice to all members of the Association for any purpose.

ARTICLE XII Non-Inurement

Section 1.

The Association is not organized for profit, and no part of an income, revenue, or grant of or to the Association shall inure to the benefit of any member, officer or other private person, except as reasonable compensation for services rendered in furtherance of one or more of its purposes, or for necessary expenses actually incurred.

Section 2.

Dissolution – On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the membership with thirty (30) days prior notice.

ARTICLE XIII
Conflicts of Interest

Section 1.

The Officers and Board members of the Association have a fiduciary relationship to the Association. This relationship requires that, in performance of their duties, they shall act in good faith, with undivided loyalty to the Association, and with the high degree of diligence, care, and skill that reasonably prudent persons would exercise in the conduct of their own affairs. This relationship further requires that the Officers and Board members of the Association may not take advantage of their position, or the knowledge gained from their position, for private gain or other personal advantage, either for themselves, their families, or anyone else with whom they have a direct or indirect personal or financial interest, to the detriment of the Association. Specifically, this fiduciary relationship requires the avoidance of conflicts of interest and the affirmative duty to reveal to the Board conflicts of interest and apparent conflicts of interest that may exist through the disclosure of interests and activities, such as the ownership, direct or indirect, of a financial or other interest in organizations supplying goods or services to the Association; the performance of services to other organizations that do business with the Association or with a competitor of the Association; or participation in or taking advantage of any business opportunity or activity that may be competitive with the Association.

Section 2.

No contract or transaction entered into by the Association shall be rendered invalid by the fact that an officer or director of the Association is personally interested in it or may have interests that are or might be adverse to the interests of the Association if, at the meeting of the Association Board making, authorizing or confirming such contract or transaction the interested officer or director discloses (or causes to be disclosed) his or her interest in such contract or transaction, refrains from affirmatively asserting his or her influence in speaking or voting for the adoption of such contract or transaction, and such contract or transaction is adopted or ratified by a majority of all of the directors who are not so interested after first determining in good faith that (1) such contract or transaction is in the best interests of the Association notwithstanding the adverse or potentially adverse interests of the interested officer or director and (2) that such contract or transaction was not entered into solely because of the position of such interested officer or director with the Association.

ARTICLE XIV
Parliamentary Authority

Section 1.

Robert's Rules of Order shall serve as the parliamentary reference to govern the proceedings for any or all matters of the Association, or its chapters or other subgroups, unless provided otherwise in the Association's documents or the law.

ARTICLE XV
Policies and Procedures

Section 1.

The Board shall adopt policies and procedures to govern its procedures, which shall not be in conflict with these Bylaws. Such rules may be adopted or repealed by a two-thirds vote of the Board.

ARTICLE XVI
Amendments

Section 1.

The Bylaws of the Association may be amended, altered, or repealed by a majority vote of the members at the annual meeting.

Section 2.

Amendments of the Association's Bylaws may be proposed by the Board or by petition signed by twenty percent (20%) or more of the active members in good standing of the Association. Votes on proposed amendments, if passed by majority vote, shall go into effect immediately.