

CASTLE ALUMNI/COMMUNITY ASSOCIATION
aka Castle Alumni Association

AMENDED BY-LAWS

1. ARTICLE I. NAME: This nonprofit organization shall be known as the Castle Alumni/Community Association. This organization's short name shall be the "Castle Alumni Association."

2. ARTICLE II. CORPORATE PURPOSES
 - a. Section 2.1 Purposes: The Castle Alumni Association is organized exclusively for the following purposes:
 - i. The primary objective of this association is to promote and support the development of James B. Castle High School;
 - ii. The secondary objective of this association is to promote and support the development of Samuel Wilder King Intermediate School;
 - iii. The tertiary objective of this association is to promote and support the development of the eight elementary schools within the district;
 - iv. Additionally, our objective shall include the promotion, development & enhancement of the Castle Complex's relationship with its community;
 - v. The objectives of this Association will be accomplished by the award of scholarships, and other assistance to students and faculty; grants for school equipment and activities which contribute to improving the learning experience, such, as but not limited to, innovative study projects, field trips, the grant of achievement awards: lobbying the State Legislature for programs, funds, and items beneficial to the accomplishment of its purposes; engaging in community activities that benefit the schools & students; enter agreements with other organizations for activities & events consistent with our purpose; and
 - vi. The charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986.

Revisions adopted by Castle Alumni/Community Association General Board of Representatives
at its meeting on March 20, 2019

b. Section 2.2 Restrictions:

- i. No part of the assets, funds, or earnings of the Association shall inure to the benefit of any member, officer or director of the Association or any individual having a private interest in the activities of the Association. The Association shall not participate in or intervene in any political campaign or behalf of any candidate for public office.
- ii. The Association shall not engage in any activities which are not permitted by: (1) a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986; or (2) a corporation whose contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986.

3. ARTICLE III. MEMBERSHIP

- a. Section 3.1 Members. The membership of the Association shall be open to all individuals and organizations who support the purposes of this Association. Alumni, former students, parents of students or former students, faculty and staff of James B. Castle High School are encouraged to become members of the Association.
- b. Section 3.2 Admission. Membership shall be granted upon receipt of one or more contributions to the Association. The Executive Board shall determine the terms of membership. Following initial membership of \$20 per member (unless waived by the Executive Board), annual membership dues are not required. Initial membership dues for Castle High School alumni whose class graduated within five (5) years shall be TEN dollars (\$10.00). The amount of annual dues may be amended by a two-thirds (2/3) vote of the General Board of Representatives.
- c. Section 3.3 Membership Register. Membership shall be evidenced by the membership register of the Association. All membership data shall be strictly confidential, and used only for the purposes of this Association. Product promotions, questionnaires, opinion polls, and solicitations of any variety, shall not be permitted except by approval of the General Board of Representatives.

4. ARTICLE IV. ORGANIZATION

- a. Section 4.1 General Board. The General Board of Representatives shall be comprised of two representatives from each graduating class of James B. Castle High School. Each class is to select two (2) voting representatives and four (4) alternates. The selection of the class representatives and alternates are to be determined by each class. In the absence of a voting representative, an alternate, shall exercise the vote. Major commitments, expenditures, and budgets shall be approved by a majority vote of the General Board of Representatives.
- b. Section 4.2 Officers and Directors. The officers of the Association shall consist of a President, Vice President, Secretary and Treasurer. There shall be seven directors of the Association. The officers and directors shall be elected by the General Board of Representatives by a majority vote. Each officer and director shall serve a two-year term, beginning on July 1 of the elected year, and ending two years later on June 30; the terms shall be staggered as determined by the Executive Board. In the event of any vacancy, the Executive Board shall appoint a member to fill the vacancy until the next scheduled election for that position.
- c. Section 4.3 Executive Board. The Executive Board shall consist of the officers and directors of the Association. Six members of the Executive Board shall constitute a quorum for the transaction of business. The operations of the Association shall be governed by the Executive Board by a majority vote. It shall be the duty of the Executive Board to conduct, manage and control the affairs and business of the Association and to promulgate and enforce rules of the Association to accomplish its purposes not inconsistent with law, the Articles of Incorporation, or these By-Laws. The detailed commitments, expenditures, and budgets shall be determined by the Executive Board. The Executive Board shall have the authority to form committees to accomplish its purposes.

5. ARTICLE V. MEETINGS

- a. Section 5.1 Annual Meeting. The time and place of the annual meeting of the members shall be determined by the Executive Board.
- b. Section 5.2 Meeting of the General Board of Representatives. The General Board shall meet at least once per year. The meeting may be held concurrently with the annual meeting of the members. The Executive Board shall determine the time and place of the meeting.
- c. Section 5.3 Meetings of the Executive Board. The Executive Board shall meet at least two (2) times a year.
- d. Section 5.4 Special Meetings. Special meetings may be called for any purpose at any time upon the call of the President, or by a majority of the Executive Board.
- e. Section 5.5 Notice of Meeting. The notice of any meeting shall be given in a method approved by the Executive Board.
- f. Section 5.6 Vote by Email. A vote on the transaction of any business of the Association may be accomplished by a ballot emailed, or electronic equivalent, to the Executive Board or to the General Board of Representatives. The form of the ballot shall be approved by the Executive Board prior to its distribution.

6. ARTICLE VI. LIABILITY AND INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

- a. Section 6.1 No Liability to Association. No officer, director, employee or agent of the Association, or anyone acting at the request of the Association, shall be liable to the Association for any loss or damage suffered by it on account of an action or omission by such person, if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Association.
- b. Section 6.2 Indemnity. The Association shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed civil, criminal, administrative or investigative action, suit, or proceeding, by reason of the fact that such person is or was an officer, director, employee or agent of the Association, or, is or was acting at the request of the Association,

against expenses, attorney's fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Association, and, in respect to any criminal proceeding, had no reasonable cause to believe the conduct was unlawful.

7. ARTICLE VII. CORPORATE LIABILITY The property of the Association shall alone be liable in law for the debts and liabilities of the Association. The members, officers, directors, employees, and agents of the Association shall incur no personal liability for said debts and liabilities by reason of membership or position.

8. ARTICLE VIII. Annual Review: An annual review of the books and records of the Association shall be made by a certified public accountant. The results of the annual review shall be made available to the members upon request.

9. ARTICLE IX. DISBURSEMENTS
 - a. Section 9.1 General. Disbursements of the funds of the Association for the purposes for which it is organized shall be made by the Executive Board in its discretion, provided, such disbursements do not exceed the estimated net annual funds available.

 - b. Section 9.2 Limitations. No funds or assets of the Association shall be used to or for the benefit, directly or indirectly, of any member, officer, director, employee or agent of the Association, except for reasonable payments for services actually rendered to the Association, for expenditures for the necessary operation of the Association, or for any bona fide award made by the Association. Any exceptions made to this Section must be made by the vote of two-thirds (2/3) of the General Board of Representatives.

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10. ARTICLE X. DISSOLUTION: If the Association shall cease to exist or shall be dissolved, all property and assets of the Association of every kind, after payment of its just debts, shall be distributed to organizations for the purposes of this Association, in accordance with the laws of this State. In no event shall any distribution be made to any organization unless it qualifies as a tax-exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1986, with purposes similar or related to the purposes of this Association.

11. ARTICLE XI. AMENDMENTS TO THE BY-LAWS: Amendments to these By-Laws may be made by the vote of two-thirds (2/3) of the General Board of Representatives.