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UPPER ARLINGTON ALUMNI ASSOCIATION

BY-LAWS

ARTICLE I: NAME

The name of the association shall be the Upper Arlington Alumni Association (the "Association").

ARTICLE II: AUTHORITY AND PURPOSE

The Association was formed by the Trustees of the Upper Arlington Education Foundation (the "Education Foundation") and shall be subject to regulation by the Education Foundation.

The purpose of the Association shall be:

1. A unifying force that develops and facilitates organized communication between the Upper Arlington City School District (the "School District"), its alumni, former faculty and the community.
2. To promote the tradition, pride and reputation of excellence of the School District, its students, faculty and alumni through communication mechanisms; social, education and cultural opportunities; and other programs.
3. Collectively, the goal of the above is to develop a spirit of giving that facilitates the fundraising efforts of the Education Foundation, the School District and any other fundraising that benefits the School District, its students or faculty.

ARTICLE III: ASSOCIATION MEMBERSHIP

The Upper Arlington Alumni Association welcomes to its membership:

1. Alumni Members

All graduates of Upper Arlington High School become members of the Association immediately upon graduation.

2. Faculty/Staff Members:

Any person who has served on the Faculty or Staff of the School District for a period of at least one year shall be qualified to be a Faculty/Staff Member of the Association.

3. Associate Members:

Any person who is interested in the welfare of the School District through participation in the Association shall qualify as an Associate Member of the Association.

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## ARTICLE IV: GOVERNANCE

The management and control of all affairs of the Association shall be vested in the Board of the Association (the “Board”). The Association’s operating period shall align with the fiscal year of the Education Foundation, which is the calendar year.

A. Number of Board Members:

The Board of the Association shall have eleven members including its officers.

B. Terms of Service:

A Board member will serve a three-year term, beginning January 1 following their election. No person shall be eligible to serve more than two consecutive terms as a Board member. Four Trustees shall be elected annually, and every third year three trustees shall be so elected.

C. The Board will have the following officers. Officers shall serve a one-year term, beginning January 1. The offices of Secretary and Financial Reporter may be held by the same person.

- **President:** The President shall guide the affairs of the Association. He/she shall lead strategic planning and prioritize goals, chair all meetings in accordance with the Rules of Order, and other such duties as may be from time to time required of him/her by the Board. The President also sits on the Board of Trustees of the Education Foundation when requested.
- **Vice President:** The Vice President shall chair and perform all the duties of the President in case of the President’s absence or disability, work closely with the President in strategic planning, and chair the Nominating Committee.
- **Secretary:** The Secretary maintains & manages governance documents of the board including by-laws, policies, and strategic planning; records and maintains minutes at all meetings, disseminates information to the board, organizes the election of officers, and other such duties as may be from time to time required of him/her by the Board.
- **Financial Reporter:** The Financial Reporter works with Executive & Assistant Directors of the Education Foundation on financial management of the Association, participates in the strategic planning process, is responsible for working with the Board to establish budgets, and other such duties as may be from time to time required of him/her by the Board.

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D. Election of the Board:

Annually, the President shall appoint a Nominating Committee of at least three persons, to be chaired by the Vice President, one of whom shall be a Trustee of the Education Foundation and none of whom can be candidates for board positions. This Committee shall submit a slate of nominees, one for each Board vacancy in the upcoming term. The slate shall be presented no later than the last board meeting of the year, during which the board will vote on the slate of nominees.

E. Election of Officers:

Officers are elected annually by a majority written ballot of the Board, or other voting form deemed appropriate by the Board. The election will take place at the last Board meeting of the Association's operating year. The election process is organized and conducted by the Secretary of the Board, who may also be a candidate for an officer position.

F. Resignation, Removal and Vacancies:

Any Board member may resign at any time by giving notice to the President of the Association. A majority vote of the Board shall have the power to remove a Board Member or Officer for cause. The Board shall have the power to fill a Board vacancy by appointment for that unexpired term and should do so at its earliest convenience. If there is one year or less remaining in the vacated term, that term shall not be considered part of the two-term limit and the person filling the vacated position will be eligible for two consecutive full terms. The Board shall have the power at any time to fill vacant officer positions by appointment from existing Board members.

## ARTICLE V: MEETINGS

### Meetings:

The Association shall hold a minimum of four meetings annually to be conducted per The Rules of Order as published from time to time by the American Bar Association. Meetings of the Association may be conducted in person and by electronic means as determined by the President.

### Notice of Meetings:

Written notice of the time, place, method, and purpose of any Meeting must be given not less than seven days before the Meeting to each the Board member by the method selected by them. Notice may include email and the minutes of previous meetings.

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#### ARTICLE VI: COMMITTEES

The work of the Association shall be done through committees. Each committee shall be chaired by a Board member and any Member of the Association in good standing may serve on any committee. The President has the power to name committees and appoint committee chairs. The president is responsible for ensuring that all necessary committees are in place to ensure successful operation of the Association.

#### ARTICLE VII: VOTING

Seven of the eleven duly elected members of the Board shall constitute a quorum at any regular or special meeting of the Board. A majority of at least a quorum of Board members is required to approve a motion.

#### ARTICLE VIII: DEPOSITION OF FUNDS

All funds generated by the Association shall be deposited within the proper accounts of the Upper Arlington Education Foundation which will provide all financial governance and audit functions.

#### ARTICLE IX: AMENDMENTS

These By-Laws may be amended only by the following process:

- Recommendation by a committee of the Association formed for the purpose to make such recommendations,
- Approval by a majority vote of the Board, and
- Approval of the Trustees of the Education Foundation.

These By-Laws were adopted February 3, 1988

Amended: May 2, 1990

Amended: April 26, 1993

Amended: January 24, 2019