

# **Conetoe High School Alumni Association, Inc. (CHSAA)**

## **Constitution and Bylaws**

### **PREAMBLE**

We the alumni of Conetoe High School, recognizing the important role that the institution played in cultivating and educating leaders in the community and the country, and realizing the special responsibility we hold in influencing the education and development of leaders of the future, do hereby constitute the Conetoe High School Alumni Association, and adopt the rules herein for our guidance and government.

### **ARTICLE I-NAME AND PURPOSE**

#### **1.1 Name**

The name of this organization shall be the Conetoe High School Alumni Association, Inc. herein referred to as the Association.

#### **1.2 Office**

The principal office and registered agent of the Association shall be located at 5431 Arbor Oak Lane, Raleigh, NC 27610. The Association may have other offices within or outside of the city of Raleigh as may be designated by the Executive Board, or as deemed appropriate or necessary to conduct the affairs of the Association.

#### **1.3 Purpose**

The Association is organized and operates exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the United States Internal Revenue Code of 1986, as amended, and in a manner consistent with Chapter 55A statutes of the North Carolina Nonprofit Corporation Act.

Primary purposes of the Association are to:

- (1) Perpetuate the legacy of Conetoe High School by instilling in alumni, and associates, a long-term loyalty to the school and its community.
- (2) Provide members' time and talents to support programmatic activities that reflect the successful advancement of educational and mentoring goals for youth, especially for underprivileged and disadvantaged youth.
- (3) Promote the spirit of alumni unity through communications and reunions to locate alumni, and to acquire and maintain school memorabilia.

## **ARTICLE II - VISION, MISSION, AND GOALS**

### **2.1 Vision**

Sustain the legacy of Conetoe High School by connecting the Association's members to the community and subsequent generations of youth.

### **2.2 Mission**

Preserve the history and legacy of Conetoe High School as a preeminent historically black high school through an established network of alumni, associates, friends, and supporters who embody the historic legend of the school, its commitment to educational excellence in developing young leaders of the future, and its efforts to promote and sustain the ties that bind the community of the Association's members.

### **2.3 Goals**

- a) Establish and maintain contact with Conetoe High School alumni, associates, friends and supporters for mutual assistance and support for the educational and mentoring programs, and other activities of the Association.
- b) Be a resource for information and support to Conetoe High School alumni, associates, friends, supporters and others interested in furthering the Association's purpose.
- c) Cultivate and foster close fellowship and goodwill among the alumni, associates, friends and supporters through a bi-annual event and other socio-civic activities.
- d) Establish partnerships with community and faith-based organizations to support programs and activities that encourage youth, particularly disadvantaged and underprivileged youth, to seek higher education.
- e) Encourage members to contribute funds individually and collectively to support programs and activities of the Association.

## **ARTICLE III - MEMBERSHIP**

### **3.1 Individuals are qualified to become a member of the Association if they are:**

- A graduate of Conetoe High School
- Non graduate who attended Conetoe High School
- Teachers of Conetoe High School and its feeder schools
- Associates who are herein identified as persons who attended feeder schools
- Friends and persons who support the Association's purpose, vision, mission and goals

### **3.2 Acceptance of Members**

The Executive Board shall be the sole judge of eligibility for all membership. Eligible individuals may apply to become members of the Association by submitting an application for membership. The term of membership shall run from the first of July to the thirtieth of June.

3.3 **Good Standing**

A member in good standing is one who makes financial or in-kind contributions to the Association, and one who participates in the Association's activities.

3.4 **Voting and Other Rights of Members**

Except as otherwise provided in these bylaws, each member in good standing shall be entitled to one vote on each matter upon which members have voting rights. In addition to any voting rights set forth in these bylaws, the Executive Board may authorize members to vote on other matters as necessary to do the Association's work. Members shall not have proxy voting rights. Each member shall also be entitled to other privileges of membership, including: a) serving on committees and holding office, b) proposing amendments and resolutions through the Executive Board, and c) requesting access to official records, documents and papers pertaining to acts, transactions or decisions of the Association unless otherwise specified.

**ARTICLE IV-EXECUTIVE BOARD**

4.1 The Executive Board (Board) shall serve for a term of two years and shall include a minimum of 10 and a maximum of 22 members consisting of: (a) elected officers, (b) chairs of the standing committees, and (c) the immediate past president. Board members are eligible to succeed themselves.

4.2 **Planning and Development**

The Board shall have the responsibility and authority for planning, directing, and controlling the activities of the Association consistent with its purpose, vision, mission, and goals.

4.3 **Meetings of the Board**

The Board shall meet at least four (4) times a year, with one meeting during each quarter.

4.4 **Annual Meeting**

The Fall meeting shall be the annual meeting. The President shall fix a time and place and notify members thereof

4.5 **Special Meetings**

Special meetings of the Board shall be called by the President, or upon his/her failure to do so, by the Secretary when requested in writing by at least twenty (20) percent of the voting members of the Board. Notice of special meetings shall be provided to each Board member at least thirty (30) days before the meeting, with the exception of special meetings called by the chair to discuss and decide urgent or important financial matters. Such special meetings may be called at the discretion of the chair.

4.6 **Quorum**

A majority of the members of the Board constitutes a quorum, and is necessary to transact business.

#### 4.7 **Voting Requirements**

A simple majority vote of the quorum at any Board meeting shall decide all questions except removal of Board members and officers, amendments to the bylaws, and articles of incorporation which shall require a two-thirds majority vote of the quorum of the Board. Members of the Executive Board shall not vote by proxy on any matters related to the financial business and other operations of the Association.

#### 4.8 **Conflict of Interest**

- 4.8.1 If a Board member knows or reasonably believes that a conflict of interest transaction in which he or she has a direct or indirect interest is to be discussed or voted on at a meeting, the Board member will, either prior to or at the meeting, disclose fully to the Board or to a Committee of the Board the material facts of the transaction and Board member's interest in the transaction.
- 4.8.2 A "conflict of interest" transaction is a transaction with the Association in which a Board member has a direct or indirect interest (whether financial or otherwise or whether actual or potential).
- 4.8.3 A Board member has an "indirect interest" in a transaction if (i) a family member of the Board member is a party to the transaction, (ii) another entity in which the Board member has a material interest is a party to the transaction, or (iii) another entity of which the Board member is a director, officer or trustee is party to the transaction, and the transaction is or should be considered by the Board.
- 4.8.4 A "family member" of an individual includes the individual's brothers and sisters (whether by whole blood or half-blood), spouse, ancestors, lineal descendants and in-laws of any of the foregoing. A legally adopted child of an individual will be treated as a child of such individual by blood.
- 4.8.5 A conflict-of-interest transaction can be approved by vote of the Executive Board or a committee of the Board if the material facts of the transaction and the Board members' interests in the transaction are disclosed fully or known to the Board or committee of the Board. A conflict-of-interest transaction is authorized, approved and ratified if it receives the affirmative vote of a majority of the Board members who have no direct or indirect interest in the transaction; however, a conflict-of-interest transaction may not be authorized, approved or ratified by fewer than two Board members. If a majority of a quorum of Board members, who have no direct or indirect interest in the transaction, votes to authorize, approve or ratify the transaction, action can be taken under this Article 4.8.5. The presence of, or vote cast by a Board member with a direct or indirect interest in the transaction will not affect the validity of any action taken if the transaction is otherwise approved as provided in this Article 4.8.5.
- 4.8.6 A conflict of interest is not voidable and may not be the basis for imposing liability on a Board member if the transaction was entered into or is approved as provided in section 4.8.5.

#### **4.9 Liability**

No Board member will be personally liable to the Association or the members for monetary damages for conduct as a Board member; however, this section 4.9 will not eliminate or limit the liability of a Board member for (i) any act of omission occurring prior to the effective date of these Bylaws, (ii) any breach of the Board member's duty of loyalty to the Association, (iii) acts or omission not in good faith which involve intentional misconduct or a knowing violation of law, (iv) any unlawful distribution, (v) any transaction from which the Board member derived an improper personal benefit, and (vi) any act or omission in violation of North Carolina Nonprofit Corporation Act 55A.8.31.

### **ARTICLE V - OFFICERS**

#### **5.1 Responsibilities**

All officers are responsible to the Board. The Association's officers are:

- a. President
- b. Vice-President
- c. Secretary
- d. Assistant Secretary
- e. Treasurer
- f. Assistant Treasurer
- g. Parliamentarian
- h. Sargent-at-Arms
- i. Historian

#### **5.2 Election and Nomination of Officers**

Elections shall take place at the Association's annual meeting two years after the installation of new officers. An individual will be appointed by the President who will coordinate the nominations and election process. Any member appointed to serve in this capacity must be in good standing for three (3) years or more. The Board shall receive results of the nominating process at least thirty (30) days prior to the annual meeting via regular postal service mail or electronically. Additional nominations may be made by one or more Board members and must be received by the appointed nominating chair and mailed to the President at least thirty (30) days prior to the annual meeting electronically or by regular postal mail service. The Board shall consider each of the recommended nominees, and nominees received from the Board members, and shall convene election of officers at the annual meeting with members in good standing voting by early electronic voting, voice, show of hands or electronic polling.

#### **5.3 Qualifications and Term of Office**

All Officers shall be members in good standing of the Association who qualify for membership under Article 3.1. Officers are elected by a majority vote of members at the annual meeting of the Board to be held at a time and place designated and informed by the President. The term of an office shall be two years. Officers are eligible to succeed themselves without limits on the number of successive terms they may serve. The President, with approval of the Executive Board, may appoint a member to serve as "Acting" in positions that are not filled by election. Individual officers serving in an Acting capacity may serve for the two-year term of office.

## **5.4 Duties of Officers**

### **5.4.1 President**

The President shall be the chief officer of the Association and serves as Chair of the Board. The President shall preside at all meetings and shall enforce proper observance of the Bylaws and Rules of Order.

### **5.4.2 Vice-President**

During the absence, disability, or inability of the President to fulfill an elected term of the organization, the Vice-President shall perform the duties of the President. In addition, the Vice-President shall have such other powers that the President may assign or deem necessary.

### **5.4.3 Secretary**

The Secretary shall be responsible for recording and distributing the minutes from all meetings. The Secretary shall give notice of all meetings and keep a record of all proceedings of each meeting. The Secretary shall also perform all other duties ordinarily pertaining to the Office of the Secretary or as assigned by the President. (Call Roll, preside in the absence of President and Vice President...)

### **5.4.4 Assistant Secretary**

The Assistant Secretary shall function in the absence of the Secretary and assist the Secretary in performing his or her duties; keep a record of attendance of the meetings, and perform other duties as assigned by the President.

### **5.4.5 Treasurer**

The Treasurer shall be responsible for all of the Association funds. The Treasurer shall receive all monies for the organization. The Treasurer will give receipts, make timely deposits and keep accurate records and issue properly authorized checks for disbursements, ensuring that they have been either authorized by the Board or the Association's president. The Treasurer will also maintain all disbursement and receipt documentation. The Treasurer, along with the Assistant Treasurer, President and any other appointed member of the Budget Finance/Ways and Means Committee will prepare the annual budget; ensure that any disbursement meets compliance under the guideline of the IRS 501(c)(3) non-profit code of conduct and the organizations policies and procedures.

### **5.4.6 Assistant Treasurer**

The Assistant Treasurer shall function in the absence of the Treasurer and assist the Treasurer in performing his or her duties and perform other duties as assigned by the President. The Assistant Treasurer will operate under the same guideline of duties as the Treasurer.

### **5.4.7 Sergeant-at-Arms**

The Sergeant-at-Arms shall assist with the orderly conduct of meetings and events.

5.4.8 **Parliamentarian**

The Parliamentarian shall interpret the bylaws and rules of order in case of questions on any procedure when requested by the presiding officer.

5.4.9 **Historian**

The Historian shall chair the Historical Committee of the Association and is responsible for overseeing the compilation of historical records and memorabilia. The Historian, along with the Historical Committee will ensure that all records and files of the Association are securely backed up and maintained. The Historian will work with the committee to carry out that part of the Association's purpose, vision and mission to sustain, gather, share and preserve the history of Conetoe High School and its feeder schools as an important part of African American educational history in the state of North Carolina.

**ARTICLE VI - VACANCIES, RESIGNATION AND REMOVAL OF OFFICERS**

6.1 **Resignation**

Any Officer or Board member can resign at any time by delivering written notice to the President, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or, if the time is not specified, upon delivery thereof, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.2 **Removal**

Any Officer or Board member elected or appointed by the Board may be removed from office by the Board, with or without cause, by the affirmative vote of two-thirds of the Board. Prior to any action being taken by the Board to remove an Officer or Board member from office, the Officer or Board member must be given at least thirty (30) days prior notice of the proposed action and the date of the meeting at which the proposed action will be voted upon.

6.3 **Unexpired Term**

A vacancy in any office created by death, resignation, removal, disqualification, creation of a new office or any other cause can, upon nomination of the appointed nomination chair, be filled by the Board for the unexpired portion of the term or for the new term established by the Board.

6.4 **Two Consecutive Meetings**

Any member of the Board who misses two (2) consecutive Board meetings or five (5) meetings within his/her term, without reasonable explanation shall have his or her membership on the Board reviewed by the Board with dismissal possible by a majority vote of the Board.

6.5 **Compensation**

Members shall not receive compensation for service on the Board. However, the Board may provide reimbursement for expenses incurred by a board member in performance of service to the Board and/or the Association.

## **ARTICLE VII-COMMITTEES**

- 7.1 The President may designate one or more standing or special committees as are necessary to do the Association's work, as long as they are not in conflict with duties assigned in other provisions of the Bylaws, or do not conflict with the duties assigned to the Board. Committees may be dissolved or changed by majority vote of the Board. Each committee chair shall develop a plan for how the committee will accomplish its objectives and submit such plan with a proposed budget to the chair. The chair will in turn provide the committee budget estimates to the Budget Finance/Ways and Means Committee chair to be included in the proposed yearly budget to be approved by the Board. Each committee is also charged with presenting an interim progress report of activities and accomplishments at each quarterly Board meeting, with a year-end Final Report of Accomplishments to be submitted at the annual meeting of the Board. Except as noted on the Budget Finance/Ways and Means Committee, membership on committees is voluntary or assigned by the President. The Board may also assign additional functions to the standing committees identified below:

7.1.1 **Benevolence Committee**

Responsible for communicating with members during bereavement (sending cards, phone calls, visitations, etc.).

7.1.2 **Budget Finance/Ways and Means Committee**

- a) Membership of this committee shall consist of the Treasurer, Assistant Treasurer, President and other appointees.
- b) The Committee shall develop and present a proposed yearly budget ninety (90) days before the start of each new fiscal year.

7.1.3 **Class Representative Committee**

- a) Serve as class liaison with fundraiser initiative to support the CHSAA College Scholarship Program.
- b) Assist with tracking records of classmates' donations.
- c) Assist the Association with maintaining accuracy of class rosters by providing updated contact information to the Membership Committee.

7.1.4 **Communications Committee**

- a) Responsible for the development and maintenance of the Association's website, media relations, newsletters, and publishing articles.
- b) Manage the Association's social media activities.

7.1.5 **Community Outreach Committee**

- a) Responsible for meeting with the Association's president and potential donors of money, time and in-kind support.
- b) Network with community leaders and other organizations for purpose of developing partnerships and opportunities to advance the mission of the Association.
- c) Develop and present fundraising proposals with emphasis on youth, to the Board for approval prior to implementation.



7.1.6 **Historical Committee**

- a) Responsible for the compilation and storage of historical records for the Association, ensuring that appropriate backup files are maintained.
- b) Liaison with alumni and others as appropriate, to acquire and maintain Conetoe High School and associate's memorabilia.

7.1.7 **Membership Enhancement Committee**

- a) Responsible for recruiting and providing orientation for new members.
- b) Develop and maintain an up-to-date directory or data base of the Association's membership.
- c) Develop and present projects for approval that benefit the Association's operations.

7.1.8 **Policy and Procedures Committee**

- a) Responsible for updating, amending and revising the bylaws approved or to be approved by the Board.
- b) Develop and maintain a Policies and Procedures Manual.

7.1.9 **Scholarship Committee**

- a) Responsible for creating an application process for awarding grants and/or scholarships.
- b) Develop objective evaluation criteria for awarding grants and/or scholarships.
- c) Plan and implement a scholarship awards ceremony.

7.1.10 **Social Committee**

Responsible for planning social activities, including the bi-annual alumni event.

**ARTICLE VIII - CODE OF CONDUCT**

- 8.1 It is the intent of the Association that members shall subscribe to a Code of Conduct that is not offensive or in poor taste or otherwise would set a bad example for youth or adults, or the reputation of the Association.

- 8.1.1 Any member of the Association who has reason to believe that a member has violated this provision should notify the President in writing. The President will appoint an Internal Affairs committee to conduct a preliminary investigation and report back to the President and the Board to determine what action is to be taken.

8.2 **Member Self Interest, Publication and Personal Gain**

Information collected from the individual members under the name of the Association shall not be used for profit to an organization or person without the expressed written consent of the Association. Material collected by the Association from members for the use of promoting and preserving the integrity, history and legacy of Conetoe High School and associates shall be published only by the Association. Any funds from the sale or promotion of said materials will be used for grants and scholarships to support training and leadership development of youth. No individual member shall profit from the sale of material collected under the auspices of the Association.

## **ARTICLE IX - ORDER OF BUSINESS**

### **9.1 Meetings**

- a. Call to order by the President
- b. Reading of minutes of previous meeting
- c. Report from Treasurer when feasible
- d. Reading of minutes of previous Executive Board Meeting
- e. Reports from Standing Committees
- f. Reports from Special Committees
- g. Unfinished Business
- h. New Business
- i. Remarks (subject to dictates of the President)
- J. Adjourn

## **ARTICLE X - MISCELLANEOUS PROVISIONS**

### **10.1 Indemnification**

All persons who are or shall have been a Board member or officer of the Association and his or her personal representatives, shall be indemnified by the Association against all costs and expenses reasonably incurred by, or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a Board member or officer of the Association. The exception occurs in relation to such matters as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his or her duty as such Board member or officer. "Costs and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

### **10.2 Fiscal Year**

The fiscal year of the Association shall begin on the first day of July of each year and shall end on the thirtieth day of June of the next year.

### **10.3 Association Seal**

The mighty Eagle shall be the official seal of the Association and shall have inscribed thereon the name of the Association. This seal shall also contain such other words or figures as the Board may determine. The official seal may be used by placing by any process whatsoever, an impression, facsimile, or other reproduction of said official seal.

### **10.4 Nondiscrimination**

All members of the Board, officers, and members of the Association shall be chosen and accepted without discrimination on the basis of race, religion, national origin, ethnicity, sex, sexual orientation, physical challenges, age, or any other legally barred basis.

#### **10.5 Amendments**

These bylaws can be altered, amended, or repealed and new bylaws adopted by a two-thirds majority vote of the Board duly called for such purpose and at which a quorum is present, or by a majority of the entire Board at any meeting thereof. Written notice of such meeting and proposed action, together with the proposed amendment(s) or repealing language shall be mailed to board members at least thirty (30) calendar days prior to the meeting. All proposed changes to the bylaws shall be submitted to the Policy and Procedures Committee Chair who will forward such changes to the Board. Upon adoption of an amendment to the bylaws, the Secretary can correct punctuation, grammar, numbering or form where appropriate in the bylaws, if the correction does not change the meaning. If an individual or Committee submits a proposed change to the bylaws, that individual or Committee may withdraw said proposed changes at any time prior to voting.

#### **10.6 Activities of the Association**

No part of the activities of the Association will consist of carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Association will not engage in any activity or exercise any power that is not in furtherance of a charitable or educational purpose, and will not carry on any activities not permitted to be carried on: (a) by an Association exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code, and (b) or by a corporation, contributions to which are deductible under Section 170(c)(2).

#### **10.7 Dissolution and Distribution of Assets**

No part of the Association's net earning shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered to the Association and to make payments and distributions that further the purpose set forth herein. The Association may be dissolved and its assets and liabilities liquidated in such manner as the Board shall resolve, provided that upon dissolution, after payments of all debts, no part of the remaining assets may be distributed to any Association's board member, officer, or member. Rather, the remaining assets shall be distributed as the Articles of Incorporation direct in accordance with such laws and regulations as may be applicable thereto, provided, however, that the distribution must be to another organization exempt under Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, or any successor section, and that upon dissolution shall distribute its assets to a charitable or religious corporation, the United States, state or local governments, for public purpose.

#### **10.8 Rules of Procedures**

The rules contained in the latest revision of Robert's Rules of Order shall govern all meetings of the membership, the Board, and committees, except to the extent that they may be in conflict with this Constitution and Bylaws.

This Constitution and Bylaws were approved and duly adopted at a meeting of the Executive Board of the Conetoe High School Alumni Association, Inc., on May 10, 2021 (date).

A handwritten signature in cursive script that reads "Shirley Pitt Freeman". The signature is written in dark ink and is positioned above a horizontal line.

Shirley Pitt Freeman, President  
Conetoe High School Alumni Association, Inc.

Amended September 19, 2022