

Westville Alumni Association Incorporated

Organization Charter and By Laws

1. Scope

This association charter provides management direction and process identification for the operation of the Westville Alumni Association Incorporated, an Indiana public charity corporation and tax exempt corporation under the codices of the US Tax Code, Section 501c(3).

Supersession: This is the initial presentation of this document effective October 24, 2012. This charter and approved amendments, if appropriate, will continue in effect until replaced by a membership-approved, subsequent issuance. The effective date of this charter and bylaws is the signature date appearing on page 9 of this document. Replacement of one or more of the founding trustees (officers) does not invalidate this document as its intent is to prescribe survivable operations criteria for present and future operations.

The 1937 Constitution of the Westville (Indiana) High School Alumni Association, the unincorporated association preceding and lending its name to the Westville Alumni Association Incorporation, are incorporated as attachment one to this charter for the purpose of historical preservation. Where applicable, elements of this original constitution are referenced parenthetically adjacent to corresponding text in the charter to demonstrate consistency and continuity of the founding ideals.

2. Focus

The WAAI was formed to promote continuing education of Westville High School graduates through the sponsorship of educational grants to eligible students intended to offset the cost of post secondary education tuition. The WAAI also furthers the goals of its name sake association to wit:

- a. To keep alive, in the hearts and minds of each and every alumnus, the best traditions of Westville High School (WAA Constitution, Sec II, para A)
- b. To provide a time and place for a reunion of graduates, once each year (WAA Constitution, Sec II, para B)
- c. To provide a time and place for public induction into said Alumni Association, of the Senior Class Students following graduation ((WAA Constitution, Sec II, para C)

3. Association Membership

Association membership is conveyed to each graduate of Westville High School as a right of passage following successful graduation. However, membership in the association does not connote a formal membership structure within the WAAI. Dues are not charged to anyone associating themselves to the association nor are “membership” defined below the level of former graduates in attendance at a given function or meeting. ((WAA Constitution, Sec III)

4. Association Governance

Executive management of the Alumni Association is carried out by four elected Association officers: President, Vice President, Treasurer, and Recording Secretary (WAA Constitution, Sec V)

- a. **President:** The President serves as the executive decision maker for association activities including as appropriate serving as the final authority on decisions contested by voting officers. Specific duties of the President Include: (WAA Constitution, Sec VI, para A)
 - Approving the Annual Corporation Budget
 - Delegating authorities to other officers
 - Responsible for Approving Corporation Fund Raising Plan
 - Responsible for Approving Corporation Communications plan Activities
 - Responsible for communicating with School officials and local government representatives as necessary to further association goals.
 - Appointing the Chair and Board of the Scott C. Knoll Scholarship Foundation Chairman and Board Scholarship Committee

- b. **Vice President:** The Vice President serves as the chief planner and operations officer for the corporation responsible for translating Corporation priorities into actionable effort by the officers and volunteers. Specific duties of the Vice President Include: (WAA Constitution, Sec VI, para B)
 - Responsible for building and Executing Corporation Fund Raising Activities Plan
 - Responsible for executing Corporation Strategic Communications Plan

- Responsible for managing Annual Alumni Banquet Planning
 - Responsible for coordinating scholarship activities with the Scholarship Fund Board
 - Responsible for executing authorities delegated by the President as Required
 - Conflict of Interest Officer
- c. Treasurer:** The treasurer serves as the chief fiduciary officer for the corporation responsible for ensuring corporation activities are compliant with applicable Federal and Indiana State Non-Profit Organization requirements and that corporation activities are carried out in a fiscally appropriate manner. Specific duties of the Treasurer include: (WAA Constitution, Sec VI, para C)
- Responsible for Association compliance with Section 501(c)(3) of the Internal Revenue Code and Section 23-17-3-2 of the Indiana Tax Code
 - Responsible for preparing and monitoring execution of the Annual Corporation Budget
 - Responsible for maintaining Corporation Financial Records
 - Responsible for collecting, auditing, reconciling, depositing and or withdrawing Corporation Donated Funds
 - Responsible for preparing the annual Corporation Financial Report
- d. Recording Secretary:** The Recording Secretary serves as the chief administrative officer with principle responsibility for maintaining corporation records, communications, and data stores as necessary to meet public transparency requirements for non-profits. Specific duties of the Treasurer include: (WAA Constitution, Sec II, para C)
- Responsible for Corporation Records Management
 - Responsible for maintaining and distributing Corporation minutes
 - Responsible for maintaining Alumni Membership Contact Data

5. Management of the Scott C. Knoll Scholarship Fund

The Scott C. Knoll Scholarship Foundation was named for the late Mr. Knoll, a former educator and executive administrator of the Westville School System. Mr. Knoll, in consideration of his excellent and untiring efforts in formulating,

encouraging, and perpetuating the Westville High School Alumni Association shall be known by the title of: "Sponsor Emeritus" (WAA Constitution, Sec VII)-

Management of the Scott C. Knoll Scholarship Fund is carried out by a board of five Association members, appointed by the Association President to organize, collect and adjudicate student scholarship applications on behalf of the association. This five member board is established as a subcommittee of the Alumni Association with reporting responsibility to the Association President or his/her designee. The five board positions include a Board Chairman, Treasurer, Secretary, and two non officer members. The board may, at the discretion of the board president, entertain non-voting advisors in the board process to promote the inclusion of community leaders into the selection process. The Board chairman carries out the selection and administration of the scholarship fund in strict accordance with the process outlined in section 4a below and consistent with the reporting requirement outlined in section 4b below. Board members may serve a maximum of three consecutive years in a single position. Appointments will be staggered between the board members to assure continuity of service while new board members are introduced.

The Board Chairman will develop and present a bi-annual financial and activities report for the committee to the Alumni Association Officers on the First business day of September and the first business day of March each year to support annual nonprofit reporting. For the purpose of nonprofit registration, the Scott C. Knoll Scholarship Foundation is a subordinate entity formed specifically to organize and manage the scholarship provision activities of the association including the organization and execution of fund raising activities. The committee falls completely within the confines of the WAAI and as such falls under the control and purview of the Articles of Incorporation and the Association Charter and Bylaws.

Scholarship awards are determined by a merit-based objective evaluation consolidating academic and civic excellence into a graduated scale designed to place candidates into one of several monetary award tiers. Disbursements are then made to the highest ranking within each tier until the list or available funds for the year are exhausted.

To qualify for scholarship consideration, students must complete and forward the scholarship application (Attachment 2). Voting board members are then asked to review and rank the candidates based on his or her performance as contrasted with his or her peers. Selections are based solely on the board evaluation of student qualification for scholarship based on the criteria cited in the preceding

paragraph. Selections and ultimate disbursement are made without regard to any non-academic category in which an eligible recipient may belong. The committee goal for scholarship award is between 10% and 15% of the graduating class based on student performance and available funding.

6. Election of Association Officers and Term Limitations

Officers are elected for an initial term of two years and may serve a maximum of two consecutive terms (Four Total Years) in the same position. Officers may be nominated by any member of the Alumni Association. Nominees are presented to the general membership during the annual banquet and are elected or retained by determination of a simple majority.

7. Fund Raising Activities

Specific fund raising activities will be undertaken by the Associations, its representatives, and members to provide financial support to the scholarship fund. All fund raising activities will be conducted in strict compliance with the provisions of Indiana State and Federal Tax law governing the conduct and fund raising for nonprofit charities. At no time will the association condone, support, or allow the expenditure of association resources to participate in any activity that is inconsistent with this charter or the good and legal standing of this association. Final determination of the appropriateness of a fund raising event for the association will be retained by the association president. This authority may not be delegated.

8. Financial Distribution

a. Scholarship Fund Distribution

Scholarship distributions to students or academic activities will be completed by the treasure or other officer granted authority to conduct financial transactions on behalf of the association. Scholarships in an amount less than \$1500 may be distributed with a single authorized signature. Scholarships exceeding \$1500 must be signed by two authorized officers prior to release. Funds are released to awardees in the year following selection and based upon the student successfully maintaining a 2.0 GPA and providing verification of term completion (via school transcripts) to the committee for verification.

<\$1000.00

Committee Chair approval and one authorized signature

<\$1500.00	Board Chair approval, two authorized signatures, (One signature may be a Alumni Association Officer)
>\$1500.00	Board Chair approval, two authorized signatures, (One signature may be a Alumni Association Officer)

b. General Fund Distribution

General fund expenditures will be made as approved in the annual budget with the following limitations:

<\$250.00	Single authorized signature, Association Officer
<\$500.00	Two authorized signatures or single signature by Association President
<\$1000.00	Two authorized signatures, both must be elected Association Officers
>\$1000.00	Two authorized signatures, one must be the Association President and another Association Officer

Non-budgeted general fund distributions less than \$1000 must be approved by simple majority vote of association officers and be recorded as appropriate in meeting minutes. Non-budgeted expenditures over \$1000 must be approved unanimously by all Association officers. The Scholarship Committee Chair may be requested to vote during a tie break situation at the discretion of the Association President.

9. Business Rhythm

a. Planning Meetings

i. Timing

Planning meetings are anticipated to occur in roughly 4 – 8 week intervals based upon proximity to key association events and workload requiring association disposition. Ad hoc meetings may be called by the association president as necessary to address time critical issues arising outside the normal meeting rhythm.

ii. Attendees

Planning meetings are open to all Westville Alumni Members and their invited guests. If the planning meeting involves the discussion or selection of vendors or other contractual or financial activities, owners, representatives, and any person affiliated with a proposed vendor will be [precluded from attending that part of the planning meeting to avoid conflict of interest in carrying out the association's fiduciary responsibilities to the membership.

For voting purposes, a quorum will be considered achieved with the presence of at least two elected officers. Failing to achieve consensus during a vote will cause the issue to be presented to the general membership for resolution.

iii. Minutes

Minutes covering discussion, attendance, decisions, proposals, and board votes will be documented by the Recording Secretary and distributed per the Association Communication Plan to the general membership. Upon signature and acceptance by the Association president or his/her designated representative, the minutes will be entered into the permanent association records and maintained for a minimum of five full years following the meeting date.

b. Annual Meeting

i. Timing

The WAAI Annual Meeting will be held in conjunction with and just prior to the annual Scholarship Awards banquet. The annual meeting will include a presentation of the annual budget and financial report and the proposed fundraising and communications plan for the following year. (WAA Constitution, Sec III)

ii. Attendees

The WAAI Annual Meeting is open to all alumni of the Westville School System and their invited guests. Unlike during planning meetings, sponsors, vendors, and other support persons will be

encouraged to attend the meeting/banquet and interact with the membership and officers. Financial decisions regarding ongoing contracts or future procurement will not be allowed on the agenda for the annual meeting except as needed to report summaries of financial issue facing the association.

For the purpose of voting, a quorum will be considered achieved with the presence of at least 2 of the elected officers and a minimum of ten verified Westville Alumni. The Association President will serve as the tie breaking vote should a call for voting result in a tie.

iii. Minutes

Minutes covering discussion, attendance, decisions, proposals, and board votes will be documented by the Recording Secretary and distributed per the Association Communication Plan to the general membership. Upon signature and acceptance by the Association president or his/her designated representative; the minutes will be entered into the permanent association records and maintained for a minimum of five full years following the meeting date.

10. Dedication, Distribution of Assets, and Tax Deductibility of Donations

a. Donated Funds

All contributions designated for donation to the Scott C. Knoll Scholarship fund will be used for the sole purpose of funding scholarship offerings to students of the Westville School System. Any management cost associated with administering the fund or distributing proceeds to scholarship winners will be borne by the WAAI General Fund.

Tax deductibility of scholarship fund donations is determined in accordance with Section 501(c)(3) of the Federal Tax code. Ordinarily, contributions of money or other donations with the expectation or anticipation of a service or other tangible or intangible benefit in return may not be tax deductible. Patrons are encouraged to solicit the advice of a qualified tax advisor on the admissibility of donation deductions.

b. General Fund

The WAAI general fund provides monetary resources to carry out administration of the scholarship fund and support planning and logistics for the annual Scholarship Award Banquet. These funds are derived from the unallocated funds generated as the result of a positive margin between estimated and actual banquet costs. The general fund may accept targeted donations however these funds are maintained in separate accounting from the scholarship fund. It is important to note that these donations may or may not be tax deductible. Questions regarding tax deductibility should be referred to a qualified tax advisor. The general fund will be maintained at a level sufficient to cover any budgeted fund raising or administration costs, the anticipated deposit costs for the annual banquet, and any other general fund expenditure approved by the association officers in the published annual budget. Funds in excess of the budgeted amount including a management reserve of 5% of the budgeted amount, will be donated on behalf of the association to the Scott C. Knoll Foundation for distribution in the forms of scholarships.

c. Distribution of Funds on Dissolution

Should the Alumni Association disband without the dissolution of the Scott C. Knoll Scholarship Fund, all funds remaining in the general account following the settlement of any corporation debt or obligation, will be transferred to the scholarship foundation for distribution at the earliest practicable point per the board approved scholarship distribution process.

Should the Alumni Association and the Scott C. Knoll Scholarship Fund both disband, moneys held in both the scholarship and general fund accounts will be withdrawn by an authorized officer and distributed to a registered 501c3 civic organization that supports the greater Westville, Indiana community. Selection of the recipient organization will be made by majority vote of the final elected board.

Notice of distribution will be provided to the Office of the Indiana Secretary of State and other oversight authorities holding jurisdiction of the association's operation in accordance with Indiana State and Federal law in force at the time of the dissolution.

11. Conflict of Interest Policy

It is a founding principle and shall be the policy and practice of this organization to conduct its affairs in a manner that recognizes and respects the trust placed in the

association officers by the contributors. Consequently, all WAAI activities will be conducted free of any real or perceived conflict of interest by either an elected officer or appointed committee member.

A Conflict of Interest exists when an association official with the authority to disburse or guide the disbursement of association funds (Issuing bank drafts, selecting awardees, etc.) maintains a business or personal relationship with the proposed benefactor and presents the potential, real or perceived, of lacking the ability to objectively exercise their duties without undue influence on the end decision.

To avoid any potential for conflict of interest, officers and appointed association officials will immediately identify any potential conflicts of interest to the Association Vice President who serves as the Association Conflict of Interest Officer. Individuals presenting Conflict of Interest concerns will be removed from participation in the selection and decision process which presents the conflict of interest. In the event the Conflict of Interest involves the Vice President, the President or other association official will act on his or her behalf as the Association Conflict of Interest Officer.

Brian A. Popp
Treasurer

Date

Jennifer L. Shaw
Secretary

Date

Brent Carter
Vice President

Date

Rachel A. Hoyle
President

Date