

# **By Laws of the Central High School Alumni Association Providence**

As Amended on June 11, 2019

## **Article 1: Name**

The name of this organization will be Central High School Alumni Association Providence: also to be known as, CHSAAP.

## **Article 2: Mission**

The mission of the Central High School Alumni Association Providence is twofold. First and foremost is the intent to assist Central High School students, faculty, and administration with needs and activities that cannot be or are not met by the Providence School Department.

The second and equally important mission is to foster camaraderie, support, mentoring and networking among previous and new graduates of Central High School, Providence, Rhode Island, for the betterment of our Rhode Island Community.

## **Article 3: Membership**

Membership shall consist of Active and Associate members upon submission of the application and a \$20.00, one-time administrative fee.

### **Section a: Active Members**

An active and voting member of the Alumni Association shall be any graduate of Central High School in Providence, RI.

### **Section b: Associate Member**

Any present or past faculty or staff member of Central High School, a spouse of a Central High School graduate, former student of Central High School, or any community member interested in CHSAAP may become an Associate member upon submission of the application and the \$20.00 one-time administrative fee. Associate members are entitled to all privileges of active member with the exception of voting and holding office.

### **Section c: Dues, Administrative Fee, and Fundraising**

The dues of members of this association shall be in such amount as the Board of Directors may from time to time determine. At the present time there are no dues but there is a one-time administrative fee of \$20.00 to fund the cost of maintaining the website and mailings. The Board of Directors will determine the appropriation of general gifts or monies raised through fundraising at the recommendations of the executive committee, grant committee or scholarship committee.

## **Article 4: Board of Directors, Officers and Executive Committee**

The affairs of the Association shall be governed and managed by the Board of Directors.

### **Section a: Powers**

The Board of Directors shall have the management, custody and control of the property and effects of the Association and shall possess and discharge such other obligation of duties as may be conferred upon it by the Bylaws. Only active members of the Alumni Association shall be eligible for membership on the Board. The Board of Directors shall consist of at least eleven members, including the officers (to a maximum of 17), each selected by the Nominating Committee for approval by the association for a term of three years.

### **Section b: Elected Officers**

The elected officers of the association shall be President, Vice-President, Secretary, and Treasurer. Elections are to be held at the annual meeting. The election of President and Secretary is to be held on even numbered years,

and the office of Vice-President and Treasurer is to be held on odd numbered years. Terms of all officers shall be for two years with no one holding office for more than three consecutive terms.

**Section c: Advisory Directors**

In order to maintain a close liaison with Central High School, there shall be two Advisory Directors on the board. One of the advisory directors shall be the current school principal, and the other member recommended by the principal as a liaison. The advisory directors do not have voting rights on any matters.

**Section d: Honorary Directors**

The board on occasion may recognize an individual that has provided any outstanding contributions to the Association or for the school for honorary membership on the Board of Directors. Honorary Directors do not have voting rights on any matters.

**Section e: Term of Office, Board of Directors**

Beginning at the annual meeting in April 2018, Directors may be elected for one (1), two (2), or three (3) year terms and shall serve until their successors are elected and qualified. Beginning at the annual meeting in April 2019 all Directors henceforth elected shall serve for three (3) years. This will allow for staggering terms of all Directors

**Section f: Executive Committee**

1. The Executive Committee shall consist of the Officers of the Association and one other board member. The committee shall be chaired by the President. The committee shall have all the authority of the Board, except as prohibited by law, to conduct the affairs of the Association between regular meetings of the Board in situations where an assembly of a quorum of the Board would be impractical or impossible.
2. Actions of the committee shall require a majority vote. The committee shall report to the Board on any actions taken at the next scheduled Board meeting.

**Article 5: Term of Office**

**Section a: Election and Tenure**

The Officers shall be elected from the membership at large at the annual meeting in April as noted in Article 4, Section b and shall hold their respective office for a term of two years.

Nominations for Officers shall be submitted by the nominating committee. Members desiring to enter their names as a candidate for office shall be required to submit their names to the nominating committee no later than January 31st prior to the annual election.

**Section b: Vacancies**

A vacancy occurring in any office because of death, resignation, removal, and disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

**Section c: Removal**

Any Officer may be removed by the Board of Directors with a majority vote, where there is a quorum, whenever said officer is not performing his or her duties in accordance with the requirements of these By-Laws.

**Article 6: Duties and Responsibilities**

**Section a: President**

The President shall be the chief executive officer of the Association and shall, subject to the Board of Directors, in general, supervise and control the business and affairs of the Association. The President conducts all meetings in accordance with Robert's Rules of Order and enforces strict compliance with these by-laws. He or she shall nominate and appoint the Chairperson of all standing and special committees, and shall serve as an ex officio member thereof. The President and/ or the Treasurer shall sign all financial documents. The president shall have one vote.

Section b: Vice President

The Vice-President shall preside in the absence of the President and in case of the death, resignation, disqualification, refusal or neglect of the President to discharge the duties of his office. The Vice-President shall perform all the duties and be vested at such time with all the powers of the President. The Vice-President of this association shall have no vote unless any vote is equally divided. The Vice-President shall than have a vote to break the tie.

Section c: Treasurer

The Treasurer and/or the President shall deposit all money due to, or gifted to, the association. Treasury funds may be used only for expenses directly related to the association's business. The Treasurer shall present a Financial Activity Report at each meeting. The Treasurer and President shall be authorized to sign checks. There is no paid association staff. Association treasury funds may not be used for any personal gift, tributes or memorials, unless authorized by the Board of Directors. However, such gifts may be generated by individual members. Association Treasurer may not manage any funds from any outside group, such as a reunion or any other committee. The Treasurer shall have one vote.

Section d: Secretary

The Secretary shall take the minute's at all general meetings and send correspondence as directed by the President and/or the Board of Directors. The Secretary shall present minutes of previous general meetings at each general meeting. The seated Secretary shall take minutes at the Annual Meeting to be submitted at the next general meeting. The Secretary shall have one vote.

**Article 7: Association and Board of Directors Meetings**

Section a: Annual Meeting

The annual meeting of the association shall be held on the second Tuesday in April. Notice of said meeting shall be sent by e-mail or regular mail, not less than 5 days prior to, nor more than 21 days prior to said meeting.

Section b: Regular Board of Director Meetings

Board of Director Meetings shall be held on the second Tuesday of March, May, June, September, October, November and December.

Section c: Notice and Place of Meetings

A single yearly notice of all meetings, including place and time, for the year will be sent in January to all members via e-mail or regular mail. Current agenda and previous minutes will be posted on the association website, [www.chsaap.org](http://www.chsaap.org). Unless noted, all meetings will be held at Central High School.

Section d: Special Meetings of the Board of Directors

Special meetings of the Board of Directors may be called by the President, or in the absence of the president, by the Vice-president. The Secretary may call a special meeting upon written request from thirty (30%) percent of the Board of Directors.

Section e: Quorum

Fifty-one percent (51%) of Board members or committee members shall constitute a quorum at such meetings. If a quorum is not present at any meeting, a majority of those present may adjourn the meeting.

Section f: Conduct of meetings.

All meetings of the association shall be conducted pursuant to the latest revision of Robert's Rules of Order.

**Article 8: Standing Committees**

Section a: Nominating Committee

There shall be a Nominating Committee consisting of a Chair and three members appointed by the Board of Directors to serve for one year. The nominating committee will annually solicit the general membership for

candidates interested in filling any vacancies on the Board of Directors, including Officer's positions. The nominating committee will present the slate of Officers, with their recommendations, no later than 45 days prior to elections.

#### Section b: Membership Committee

As determined in Article 3, CHSAAP has Active (voting) and Associate members. Voting members are those who have graduated from Central High School, associate members are those who have an interest in the association and Central High School, such as present or former educators, administrators, community leaders, etc. Associate members do not have voting rights.

The membership application must be filled out and submitted with the then current approved administrative fee or dues.

There shall be an administrator for the Membership Access database (currently the Secretary) who will keep accurate records pertaining to the members including, but not limited to, current contact information.

From time to time the Board of Directors will appoint a three person Membership Drive Committee responsible for recruiting new members. That committee shall determine methods for promoting the association and request resources from the board as deemed necessary.

#### Section c: Scholarship Program

The Central High School Scholarship Program began in the spring of 2016 in order to improve educational opportunities for seniors attending Central High School in Providence. This program was inspired in part by the creation of the Central High School Alumni Association Providence (CHSAAP) and the awareness of the financial need that many graduating seniors have as they transition to a post-secondary experience.

Overseen by the scholarship committee of CHSAAP, consisting of a chairperson appointed by the President and two to three other volunteer alumni, the scholarship program is committed to raising funds to award annual scholarships to members of the graduating class at Central High School each year. Annually a selection committee is assembled to read qualified applications and determine the students who will be eligible for an award. The selection committee is made up of three members and two alternates. The committee consists of one board member chosen by the president, the scholarship committee chair, and a community member of professional standing recommended by a board member and voted on by the board. The two extra individuals, on stand-by to make sure we have a full committee to read all the applications, are also chosen by the board president, with the approval of at least two of the remaining three officers )Treasurer, Vice-President, and Secretary. Each year the board of directors determines the number of scholarships to be awarded, as well as the amount for each scholarship. This is done with the information provided by the Treasurer's report as to the amount in the scholarship bank account and the expectations of any active fundraising events where proceeds are expected before the distribution of awards. The four elected officers will advise the board of their recommendation, prior to the board vote. This program is intended to encourage academic achievement and access to post-secondary education. The scholarships may be used to attend any accredited post-secondary institution.

#### Section d: Named Scholarship Opportunity

To establish a Named Scholarship, the donor needs to donate an amount equal to the total cost of a single scholarship. This amount may vary from year to year depending upon the amount set by the scholarship committee.

A Named Scholarship form to submit your request is available on the Scholarship page of the association's website: [www.chsaap.com](http://www.chsaap.com) or my emailing the Scholarship Chair.

Starting a Named Scholarship is easy and a wonderful way to show your support of CHS, or to honor a friend or family member while helping students afford higher learning.

#### Section e: CHSAAP Athletic Hall of Fame Program

The purpose of the CHSAAP / Central High School Athletic Hall of Fame shall be to recognize individuals and teams who have excelled and distinguished themselves in the field of athletics while at Central High School.

Realizing that Central High School did not have an established Athletic Hall of Fame, several of our CHSAAP members worked to establish this program.

The Central High School Alumni Association Athletic Hall of Fame works in close unison with the CHSAAP Board and the current administration of Central High School.

The Hall of Fame (HOF) Program is managed and controlled by a Board consisting of at least seven (7) volunteer members. The Board is to be made up of the current Principal, the current Athletic Director, at least one current CHSAAP Officer and two current CHSAAP Directors. The remainder of the Board will be filled by volunteer members, approved by the HOF Board, who have either participated in a sports program while at Central or displayed an enthusiasm for the HOF Program. Former inductees will be eligible for a seat on the HOF Board. The HOF Board plans and carries out all activities of the HOF not limited to fundraising, review of all nominations, selection of nominees for induction, and induction ceremonies. Consultation with and approval by the CHSAAP Board is necessary in order to avoid conflicting activities as well as the availability of financial resources.

The Chair person of the HOF Board is decided by a voice vote of at least seven members of the HOF Board at their first meeting. The Chair person is eligible to serve five years and may be reappointed as approved by the then current board.

There will be a HOF secretary who will: take minutes of all board meetings, send correspondence of HOF activities to board members as requested by the HOF Chair and Board, and receive, maintain and present to the board all HOF nominations forms for Board consideration and subsequent vote for approval or denial for the then current induction. The Chair will nominate a volunteer from among the HOF Board members to assume the duties of this position. That person will assume the position with the Board's majority vote approval. If the nominee is not approved, another nominee will be sought. The Secretary's term will run concurrent with the Chair.

Categories to be honored as inductees shall be:

Individual Athletes: with significant achievement in his or her sport or sports while at Central. Significant weight in the selection process will be given to those who continued to excel in their sport after leaving Central.

Team Recognition: Teams who achieved State Championships may be nominated for induction into the HOF.

Coaches, Principals and other Administrators: who have displayed exceptional support and achievement within the sports programs while at Central for a period of three or more years may also be nominated for induction into the HOF.

***No nominee will be eligible for induction until at least five years after graduation or service to Central***

Nominations: may be made by any CHSAAP member including Associate members, Officers and Director by submitting a written nomination form. The form is available in Central's main office and on the website [www.chsaap.org](http://www.chsaap.org) Hall of Fame page. Any eligible nomination, if not currently selected for induction, will be held for a period of ten years for subsequent consideration.

Guidelines for Induction Ceremonies and Awards: Induction Ceremonies will be as the Board determines in consultation with the CHSAAP Executive Committee. Consideration must be given to other planned CHSAAP activities in order to avoid conflicts.

Initial Induction: The first HOF Board will review and research the Central High School athletics archives, including the present plaques and trophy case to determine those which are eligible for automatic induction into the new HOF. This initial induction will be the formal establishment of the Central High School Alumni Athletics Hall of Fame. The initial ceremony will be decided in consultation with and approval of the CHSAAP Board at a regular or special meeting.

Number of Inductees: after the initial induction ceremony where several honors will be given to individual athletes, coaches and/or administrators, as well as teams, the number of inductees at any given subsequent ceremony (usually no more than seven) will be recommended by the HOF Board to the CHSAAP Board for approval. Available resources will be the determining factor.

Plaques and Awards: The CHSAAP Treasurer will establish a separate bank account similar to that of the Scholarship and Grant Programs for the CHSAAP Alumni HOF Program. Sponsors will be sought for the initial funds. A budget will then be established for the purchase of plaques, awards, and ceremonial expenses.

Plaques and other selected awards will be purchased for display in the school's "Hall of Fame" area. The HOF area at the school will be either in the main office or in the first floor main corridor.

For individual inductees a duplicate plaque or award will be purchased and presented, one to the individual or individual's family and the other to Central High School, for display in the designated Hall of Fame Room, or area. For team inductees a Plaque will be purchased for the school's HOF area and separate certificates will be presented to the individual team members.

Both the school seal and the CHSAAP shield logo will be on all plaques and awards.

#### Section f: Grant Program

Our Alumni Association, in accordance with our Mission Statement, from time to time, provides limited financial assistance to Central High School, administration, departments, and/ or educators, for specific "needs and activities" which are not met by the Providence School Department. A separate financial account has been set up by the association for income and expenses pertaining exclusively for the Grant Program. At the onset, our funds are minimal; therefore individual Grants will be limited to a maximum of \$500. For more extensive projects or more expensive equipment, there could be an opportunity for greater funding through the conducting of CHSAAP sponsored fundraising campaigns or events. All appeals, small or large, must be made by completing a hard copy Request for Grant application available for printing from the association's website; [www.chsaap.org](http://www.chsaap.org). The application is to be forwarded to; CHSAAP GRANT PROGRAM, 70 Fricker Street, Providence, RI 02903. Grants will not be awarded to any specific individual, nor will awards be granted for the cost of food or beverages at events, nor for a non-specific purpose. Grants will not be awarded for any endeavor which does not enhance the effectiveness of the school and /or benefit its students. The Secretary and the Treasurer will review all requests and make their recommendation to the board and the board will approve or deny by plurality vote at any meeting where there is a quorum. Fund raising may be by general appeal to membership, yard sales, Fashion shows, periodic meet and greets, and other similar social events other than the annual Banquet/Gala which will exclusively benefit the Scholarship Program fund. Within **60** days after receiving a grant, recipients will submit a report on the application of the monies providing a brief summary and pictures if possible.

#### Section g: Communications Committee

The Communications Committee will consist of the association secretary, the editor of the newsletter, the website administrator and at least 3 other members. The responsibilities and activities encompass a wide range of communications assuring that the membership and general community are well informed of the current and historical value and activities of the association and its members.

##### 1) Newsletters and Publications

The Alumni Association shall publish and distribute a newsletter to its members **at least quarterly**. Special bulletins and reports shall be published by the Alumni Association when deemed necessary by the Board of Directors.

##### 2) Website

The association owns and maintains its website domain [www.chsaap.org](http://www.chsaap.org) or .com. The website will communicate necessary information pertaining to the Association, and its members, including but not limited to: news items, meeting dates, Board of Directors actions, reports, etc.

##### 3) Social Media

Posting on any social media in the name of the Association, other **than by the designated administrator**, must be approved by a majority of the Board of Directors.

#### Section h: Other Committees

When necessary, other committees shall be appointed by the President.

#### Article 9: Contracts, Checks, Deposits, and Funds

Section a: Contracts

The Board of Directors may authorize any Officer or Officers, agents of the Association, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section b: Checks and Drafts

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer **and/or President**.

Section c: Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section d: Gifts and Endowment

The Board of Directors may accept, on behalf of the Association, any contribution, gifts, bequest or devise for the general purposes or for any special purpose of the Association.

**Article 10: Amendments**

These Bylaws may be amended by a vote of two-thirds (2/3) of the Board of Directors present at the Annual Meeting or any Special Meeting of the Board of Directors, provided notice of the substance of the proposed amendment has been stated in the notice of such meeting, at least thirty (30) days prior to the meeting.

Article 11: Indemnification

The Association agrees to indemnify each Director and Officer against any and all expenses and liabilities arising out of such Directors action or failure to act in such capacity, excepting only expenses and liabilities arising out of his or her own willful misconduct.

**Article 12: Corporate Purpose 501 (c) (3)**

Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literacy, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Section 501 ©(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501©(3) of the Internal Revenue Code of 1954.

**Article 13: Dissolution**

The Board of Directors after approving a motion to consider dissolution of the association, at any regular meeting where there is a quorum, will notify the general membership, in writing, of the intent to dissolve and asking for an approval vote. If the Board then receives affirmative votes from two thirds of the association's eligible voting members who respond, in writing within 30 days of notice, the Board may then dissolve the association.

After all obligations of the association are fully discharged its property and assets shall then be conveyed to Central High School, Providence, Rhode Island.

**Article 14: By-Laws**

The By-Laws shall be reviewed by an ad hoc committee appointed by the Board at least once every five years. The review committee shall make such suggestions for revision as it shall see it.

**Article 15: Fiscal Year**

The fiscal year of the Association shall begin on the first day of January each year and end on December 31 of that same year.