

ARTICLES OF ORGANIZATION Of SIUSLAW ALUMNI ASSOCIATION

Articles amended September 2022

ARTICLE I: Name

The name of the organization shall be SIUSLAW ALUMNI ASSOCIATION, herein after referred to as the Association.

ARTICLE II: Objects

The objects of the Association are:

Section 1: Siuslaw alumni Association will award scholarships to graduates of Siuslaw High School in Florence, Oregon for higher education at accredited universities, colleges or trade schools.

Section 2: To maintain a non-profit organization 501(c)(3) to promote interest in the past and future student body members.

Section 3: Schedule a meeting annually for past graduates and their guests to gather as a group.

Section 4: Promote the history of the school.

Section 5: Provide a resource center for graduates to contact former classmates for informal meetings or special group reunions outside the annual group meeting/reunion.

Section 6: The Association shall be responsible for maintaining a list of known addresses of former graduates. The Association shall be reimbursed for reasonable cost of providing the list.

Section 7: The list of former members is not to be used for commercial purposes. Anyone requesting the list must sign an agreement that it will not be used other than for social purposes.

ARTICLE III: Membership

Section 1: Former students and faculty members of Siuslaw High School are entitled to membership in the Association with the payment of annual dues, or a lifetime membership fee established by the Board of Directors. Exclusion from membership will result from any attempt to use the Association for commercial purposes. Any graduate or former student denied membership can petition the Board of Directors for reconsideration and reinstatement of his or her membership.

Section 2: Membership in the Association will be maintained when current dues and mailing address are received by the Association treasurer.

Section 3: Dues shall be payable at the time of the return of the application form referencing the annual dinner (reunion). Dues shall be considered paid for the fiscal year, which shall be October 1 to September 30.

Section 4: The treasurer shall have access to funds to cover expenses approved by the Board of Directors.

September 2022

ARTICLE IV: Meetings

Section 1: The annual reunion shall be held in Florence on a September weekend designated by the Board of directors. The membership shall be advised at least one year in advance of any change from a previously determined meeting date with the exception of an emergency situation requiring a special mailing announcement. A flyer for the annual meeting will advise members of the date for the upcoming meeting.

Section 2: The Board of Directors shall meet annually preceding the annual reunion. Additional meetings may be held by call of the president or when a majority of directors request a special session. Directors shall be notified 30 days in advance of a special meeting unless the president declares an emergency session. A quorum shall consist of a majority present following notice of meeting and subjects to be discussed with right of proxy vote for those unable to attend.

Section 3: Board of Directors may act/vote on resolutions through email when situations present itself between annual reunion meetings and other called meetings. The vote window must be open for at least 48 hours and must contain a description of the action to be taken. The record of the resolution must be recorded by the secretary. This vote and record must be attached to the next meeting's minutes.

Section 4: Virtual meetings may be used for an urgent session as determined by the president. For directors unable to attend, a proxy vote must be sent by email according to the steps in Section 3.

ARTICLE V: Officers

Section 1: Officers of the Association shall be president, vice president, secretary, and treasurer. The immediate past president shall have an advisory position.

Section 2: The president shall be responsible for conducting all meetings of the board in accordance with Roberts Rules of Order and introduction of motions requiring action by the membership and assembling the agenda with input from Board members for all board meetings. Further, the president shall have power of appointment of members of standing and ad hoc committees, in addition to approval of speakers for the annual meeting. In addition, the president shall have the power to appoint a parliamentarian who shall oversee compliance with the bylaws and adherence to Roberts Rules of Order.

Section 3: The Vice President shall assist the president and conduct meetings in the absence of the president.

Section 4: The secretary shall maintain the minutes of all board and general membership meetings and mail copies of the minutes to all Board members within six weeks of the conclusion of the meeting. A review of the activities noted in the minutes shall be presented at the annual board meeting. The Secretary shall be responsible for normal correspondence including that to be forwarded to committee chairpersons.

Section 5: The treasurer shall be responsible for maintaining the bank account and payment of expenses approved by the Board of Directors. Further, the treasurer shall be responsible for the mailing of annual dues notices, which may accompany notice of annual meetings. The Treasurer shall be accountable for all funds received by the Association.

September 2022

ARTICLE VI: Independent Action by Members

Individual members may petition the Board of Directors for a change in the Articles or bylaws by

written communication. The Board shall respond in writing to the petitioner(s) regarding the meeting but cannot have a vote until the next regular membership meeting unless the Board of Directors approve it in the interim or the petitioner(s) is (are) willing to pay the cost of mailing to the full membership and abide by the majority opinion of those responding. Proposed changes may also be approved by the membership provided notice is sent in writing at least 30 days prior to the annual meeting.

ARTICLE VII: Bylaws

Section 1: The Board of Directors shall consist of twelve duly elected Board members plus two appointed to fill the vacancy created by the election of president and vice president, each of the two officers elected at the annual Board meeting to serve for two-year terms, and a minimum of two At Large members plus the immediate past president.

- A. Officers are members of the Board, however, election to their post for a series of years allows an expansion of the number that can serve on the Board of Directors subject to annual review at the Board of Directors meeting.
- B. The president and vice president shall be elected for two-year terms.
- C. The position of secretary and treasurer shall be for a minimum of two years and will be continuous subject to review by the Board of Directors.
- D. Three directors shall be elected each year for the four-year term. In addition, two At-Large directors will be elected for a one-year term.

Section 2: The chair of each committee shall also serve on the Board of Directors. The number of directors may be increased at a regularly called meeting of the Board of Directors subject to approval by a majority of the members present at the annual meeting.

Section 3: Not more than five persons shall be elected from the same graduating class to serve concurrently on the elected Board of Directors unless there is a lack of candidates available from other classes to fill the Board positions.

Section 4: The number of At-Large Board members may be increased if nominations are made from the floor at the annual meeting.

Section 5: A nominating committee shall consist of the president, vice-president, plus the chair and other members appointed each year by the president. The nominating committee shall consist of not more than four members from the Board of Directors. They will be responsible for presenting the slate of officers and directors at the annual Board meeting. The slate of directors shall be presented to the members for ratification at the annual meeting.

Section 6: The election shall be at the time of the annual Board meeting with results announced to the membership at the annual meeting.

Section 7: Vacancies on the Board of Directors shall be filled by the Board at their next meeting following the creation of the vacancy.

- A. A vacancy may be declared by the directors when an elected director fails to attend or give a valid reason for not participating in Board activities for two consecutive Board meetings, or when a director gives notice of intent not to participate in Board activities for health or other person reasons.

Section 8: Standing committees shall be determined by the Board of Directors and added to the permanent bylaws. Ad hoc committees shall be appointed by the president whenever it is deemed

September 2022

there is a need for a special project. Standing and ad hoc committees must receive approval by the Board of Directors before action can be taken on their recommendations. Standing committees approved by the Board of Directors are:

Reunion; Scholarship; Publicity; Membership; Newsletter; and Historical.

Section 9: Annual dues will be established by the Board of Directors. Changes made will be subject to ratification by a majority of the Board members present at the annual Board meeting. A lifetime membership may be established by the Board of Directors.

Section 10: The Association shall be incorporated as a nonprofit organization domiciled in the State of Oregon. Tax exempt status has been filed and records are to be maintained in the office of the Association secretary with copies available to the president and treasurer.

A. Nonprofit: The Association is not organized for profit, and no part of an income, revenue, or grant of, or to, the Association shall inure to the benefit of any member, officer, or other private person, except as reasonable compensation for services rendered in furtherance of one or more of its purposes, or for necessary expenses actually incurred.

B. Conflict of interest: The Officers and Board members of the Association have a fiduciary relationship to the Association. Officers of the Board are to reveal to the Board, a conflict of interest when business of the Association will provide private gain or other personal advantage either to themselves, their family or another organization or business of their vested interest. Upon a Board member disclosing a conflict of interest and refraining from affirmatively asserting his or her influence in speaking or voting for a prescribed action by the Board, the action can be ratified by a majority of all the remaining directors who are not so interested. The Board must determine in good faith that: (1) such an action is in the best interest of the Association and (2) that such an action was not entered into solely because of the position of such interested officer or director with the Association.

C. Dissolution: On dissolution of the Association, all funds remaining after paying outstanding bills will be transferred to Western Lane Community Foundation. The recipient is to facilitate the funds being given as scholarships to graduating Siuslaw High School Seniors.

2022: Tim Dodson, Bylaws Advisor proposed amendments to Board of Directors by way of email on 8/14/2022. Tim reviewed amendments with Board members at the 9/17/22 Board meeting. Vote was taken after a motion to accept the amendment. Motion passed. Amendments were explained to the membership for vote at the annual meeting which was 9/17/2022. Amendments were approved by vote.

Articles were amended in preparation to apply for 501(c)(3) status with IRS.

Page 1, Article II-Objects, All numbered statements become Sections.

Page 1, Article II-Objects, Section 1: New content to describes focus of our charity and lists accredited locations for education.

Page 1, Article II- Objects, Section 2: New content combined with content that was Section 1.

Page 1, Article II- Objects, Sections 3 & 4 have been relocated with same content.

Page 1, Article III - Membership, Section 4: Deleted option to consider a reasonable fee for payment to pay treasurer for time spent on Association business.

2022 Amendments continued:

September 2022

Page 2, Article IV-Meetings, New section 3: Added that Board of Directors may act/vote by email

between meetings and record of action/vote must be added to next meeting minutes.

Page 2, Article IV-Meetings, New Section 4: Added that virtual meetings may be used for urgent Business sessions. Members who cannot participate may vote by proxy vote.

Page 2, Articles V, Section 2: All same content divided into Sections 2, 3, 4, & 5.

Page 3, Article VII: Redrafted all content for clarification by extending sections and adding subsections for board duties and job descriptions,

.

12/12/22 Rita Snyder, Secretary

.