

AMENDED AND RESTATED CONSTITUTION AND BYLAWS OF CARVER HIGH SCHOOL NATIONAL ALUMNI ASSOCIATION

ARTICLE I - NAME

The Association shall be known as the Carver High School National Alumni Association, a not for profit association, hereinafter referred to as the Association.

ARTICLE II - PURPOSE

Section 1. The Association is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code). Specifically, the Association is dedicated to preserving the history and contributions made by Carver High School to education in Harris County and the communities thereof and to assist at risk citizens of Harris County by providing continuing education to such individuals.

Section 2. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the Association shall be the 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 or in opposition to any candidate for public office.

Section 3. Notwithstanding any other provision of these Constitution and Bylaws, the Association shall not carry on any other activities not permitted to be carried on by (a) an association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code) or (b) any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

ARTICLE III - MEMBERSHIP AND DUES

Section 1. Membership is open to anyone who attended Carver High School and/or has an interest in the development of the aforementioned purposes of this Association.

Section 2. The Association shall have an enrollment of members, but persons may be admitted to membership at any time.

Section 3. Dues for membership in this Association shall be \$10.00 per fiscal year regardless of time of enrollment.

Section 4. The fiscal year of the Association shall begin January 1 and end December 31.

ARTICLE IV - OFFICERS AND THEIR ELECTION

Section 1. The elected officers of this Association shall be President, Vice-president, Secretary, Treasurer, Parliamentarian, and four members at large. The officers shall each serve a two year term.

Section 2. Elected officers may succeed themselves for one term and may be reelected after the expiration of at least one (1) term from which they last served, or may be elected to another office.

Section 3. The term of office shall begin on January 1 following each election.

Section 4. A nominating committee, consisting of ten members shall be appointed at the July meeting for the purpose of presenting a slate of officers to the Association for discussion and vote at the October meeting.

Section 5. Nominations for each office may also be made from the floor at the meeting, or by submitting a nominating petition to the chairman of the nominating committee within sixty (60) days of the scheduled election. A simple majority vote shall constitute an election to that office.

Section 6. Vacancies in an office shall be filled by appointment by the President for the un-expired term of such office.

ARTICLE V - DUTIES OF THE ELECTED OFFICERS

Section 1. The President shall: (i) preside at all meetings of the organization and the organization's Board of Directors; (ii) appoint the Chairpersons of the various committees which are deemed necessary; and (iii) be an ex-officio member of all other duties usually pertaining to that office.

Section 2. The Vice-president shall act as an aide and adviser to the President and shall act as presiding officer in the absence of the President.

Section 3. The Secretary shall record the minutes of the organization's meetings and Board of Director's meetings, read the organization minutes at each regular meeting, conduct such correspondence as deemed necessary and essential, keep a roster with names and addresses of the Board of Directors and perform such duties as may be delegated.

Section 4. The Treasurer shall keep an accurate record of receipts and expenditures.

a. The Treasurer shall provide a written financial report to the members

present at each regular Association meeting and each Board of Directors meeting and make a full financial report at the December meeting, with copies of the financial report distributed to those members present.

b. Association funds shall be deposited in a standard checking or savings account to the credit of the Association, convenient for the Treasurer under the direction and approval of the Board of Directors. The names of the President and Treasurer shall be on the account.

c. All expenditures for approved annual budget items, shall originate with the Board of Directors with the approval of the membership.

d. The officers shall be bonded yearly by the Association.

e. The Treasurer shall coordinate with the Board of Directors to ensure the annual audit of the financial records of the Association. The annual audit shall be made available to the membership for their consideration.

Section 5. The Parliamentarian shall be responsible for advising the presiding officer of parliamentary rules and procedures.

Section 6. All outgoing officers will deliver to their respective successors all official material and correspondence within thirty days following the installation of new officers.

ARTICLE VI- THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the elected officers, and those persons listed on Exhibit "A" attached hereto and made a part hereof.

Section 2. The duties of the Board of Directors shall be to transact necessary business between the stated meetings of the Association, to approve plans of work of the Standing Committees, when needed, to present reports and recommendations at the regular meetings of the Association, and to provide information for decision-making, when necessary.

Section 3. The regular meeting of the Board of Directors shall be held each of the regularly scheduled meeting. Special meetings of the Executive Committee may be called by the President. A majority of the members of the Executive Committee shall constitute a quorum for conducting business at a regular or special meeting.

ARTICLE VII - THE STANDING COMMITTEES

Section 1. There shall be created by the Board of Directors Standing Committees and

temporary committees as deemed necessary to carry out the work of the Association.

Section 2. The Chairpersons of the various Standing Committees shall be appointed by the President for a term of two years. Vacancies in the position of Chairperson shall be filled by the President for the balance of the unexpired term.

Section 3. The Chairpersons of the various Standing Committees shall be members in good standing of the Association, and shall present plans for work or projects to the Board of Directors for approval prior to the undertaking of said project

Section 4. Committee membership shall be fluid and the number of members shall be determined by the Board of Directors.

Section 5. The quorum of any committee shall be a simple majority of its members.

Section 6. The President and Vice-president shall be ex-officio members of all Standing Committees.

ARTICLE VIII - MEETINGS

Section 1. The Association shall meet at least four times during the year; January, April, July, and October. The date and time of the meeting shall be the fourth Sunday at 4:00 p.m. The Nettie B. Mason Center, located at West Highway 116th, Hamilton, Georgia shall be the site of all meetings, unless otherwise approved by the Board of Directors and the membership properly notified.

Section 2. The privilege of holding office, making motions, and voting shall be limited to members in good standing.

Section 3. For all financial matters concerning the expenditure of funds, a simple majority vote shall be considered approval of a motion.

Section 4. A simple majority vote shall be considered approval of a motion for all business transactions.

ARTICLE IX - AMENDMENTS

The Amended and Restated Constitution and By - Laws of the Carver High School Alumni Association may be amended at any special or regular meeting of the Association, as defined in Article VIII, by a two-thirds vote of the members present and voting, provided that proper notice of and discussion of the proposed amendment(s) shall have been given at the previous meeting or ten (10) days prior to such meeting, and further, provided that prior to being presented for adoption, such amendment(s) shall have been submitted and approved by the Board of Directors.

ARTICLE X - PARLIAMENTARY AUTHORITY

Robert's Rules of Order, shall govern the procedures of the meetings of this Association in all cases in which they are applicable and in which there is no conflict with normal procedure.

ARTICLE XI - DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to a such an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the highest trial court of the county in which the principal office of the Association is located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**The Constitution and By-Laws
Carver High School National Alumni Association, Inc. of Harris County**

ARTICLE I - NAME

The name of this Corporation shall be known as the Carver High School National Alumni Association, Incorporated, of Harris County having been incorporated by the State of Georgia, as a corporation not for profit and hereinafter referred to as the Association.

ARTICLE II - PURPOSE

This organization is dedicated to preserving the history and contributions made by Carver High School to education in Harris County and the communities thereof.

- a.
- b.
- c.

Section 1. The objectives of this organization shall be reviewed from time to time.

ARTICLE III - MEMBERSHIP AND DUES

Section 1. Membership is open to anyone who attended Carver High School and/or has an interest in the development of the purpose of this organization.

Section 2. The organization shall have an enrollment of members, but persons may be admitted to membership at any time.

Section 3. Dues for membership in this organization shall be \$10.00 per fiscal year regardless of time of enrollment.

Section 4. A fiscal year for this organization shall begin January 1, and end December 31.

ARTICLE IV - OFFICERS AND THEIR ELECTION

- Section 1.** The elected officers of this organization shall be President, vice-president Secretary, Treasurer, Parliamentarian, and four members at large. The officers shall serve a two year term.
- Section 2.** Elected officers may succeed themselves for one term and may be reelected after the expiration of at least one (1) term from which they last served, or may be elected to another office.
- Section 3.** The term of office shall begin in January following the election.
- Section 4.** A nominating committee, consisting of ten members shall be appointed at the July meeting for the purpose of presenting a slate of officers to the organization for discussion and vote at the October meeting.
- Section 5.** Nominations for each office may also be made from the floor at the meeting, or by submitting a nominating petition to the chairman of the nominating committee within sixty (60) days of the scheduled election. A simple plurality vote shall constitute an election to that office.
- Section 6.** Vacancies in an office shall be filled by appointment by the President for the un-expired term.

ARTICLE V - DUTIES OF THE ELECTED OFFICERS

- Section 1.** The President shall preside at all meetings of the organization and the organization's Board of Directors ; appoint the Chairpersons of the various committees which are deemed necessary; be ex-office member of all other duties usually pertaining to that office.
- Section 2.** The vice-president shall act as an aide and adviser to the President and shall act as presiding officer in the absence of the President.
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Section 4. The Treasurer shall keep an accurate record of receipts and expenditures.

- a. The Treasurer shall provide, a written financial report to the members present at each regular organization meeting and each Board of Directors meeting; shall make a full financial report at the December meeting, with copies of the financial report distributed to those members present.**
- b. Organization funds shall be deposited in a standard checking or savings account to the credit of the Association, convenient for the Treasurer under the direction and approval of the Board of Directors. The names of the President and Treasurer shall be on the account.**
- c. All expenditures for approved annual budget items shall originate with the Board of Directors with the approval of the membership.**
- d. The officers shall be bonded yearly by the organization.**
- e. The Treasurer shall coordinate with the Board of Directors to ensure the annual audit of the financial records of the organization. The annual audit shall be made available to the membership for their consideration.**

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- Section 2.** The privilege of holding office, making motions, and voting shall be limited to members in good standing as defined under Article IV.

Section 3. For all financial matters concerning the expenditure of funds, a simple majority vote shall be considered approval of a motion.

Section 4. A simple majority vote shall be considered approval of a motion for all business transactions.

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The Constitution and By - Laws of the Carver High School Alumni Association, Inc. may be amended at any regular meeting of the organization, as defined in Article IX, by a two-thirds vote of the members present and voting, provided that proper notice of and discussion of the proposed amendment(s) shall have been given at the previous meeting, and further, provided that prior to being presented for adoption, such amendment(s) shall have been submitted and approved by the Board of Directors.

ARTICLE X - PARLIAMENTARY AUTHORITY

Robert's Rules of Order, shall govern this organization in all cases in which they are applicable and in which there is no conflict with normal procedure.