

**BY-LAWS OF
MOLALLA HIGH SCHOOL ALUMNI ASSOCIATION**

**ARTICLE I
ORGANIZATION**

**The name of the organization shall be MOLALLA HIGH SCHOOL ALUMNI
ASSOCIATION**

**This organization is recognized by the IRS as a 501 c (3) Non Profit
The Federal Tax ID No. is 14-1925487**

**ARTICLE II
PURPOSES**

Our Motto is “Keeping the Connection”

- **To enhance higher educational opportunities for Molalla High School graduates, through promotion and management of monies collected and managed in a trust fund to be awarded as scholarships by the organization**
- **To develop fellowship among former students of Molalla High School and promote camaraderie and lasting connections between fellow alumni.**
- **To plan and direct the planning and accomplishment of the annual all members reunion event.**
- **To help individual year class organizations with their class reunions.**

**ARTICLE III
MEMBERSHIP**

Membership in this organization shall be open to all who attended Molalla High School, for any length of time, and who are interested in and approve of the purpose of the organization.

**ARTICLE IV
MEETINGS**

1. The annual membership meeting of this organization shall be held, generally, on the Third Saturday of April each and every year. If this presents a major conflict, then the Board of Directors shall select another day, but it shall not be more than two weeks from the date fixed by these By-Laws.

2. The Secretary shall arrange to notify every member in good standing at the address indicated in the membership roll book in this organization of the time and place of such annual meeting.

3. Regular meetings of this organization shall be held in Molalla, Oregon, if possible.

4. The members present shall constitute a quorum to conduct the business of this organization.

5. Special meetings of this organization may be called by the President when the President deems it for the best interest of the organization. Notices of such meeting shall be made to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called.

6. At the request of the majority (more than 50%) of the members of the Board of Directors or 50 members of the organization, the President shall cause a special meeting to be called. Such a request must be made in writing at least ten (10) days before the requested scheduled date.

7. No other business but that specified in the notice may be transacted at such a special meeting without the unanimous consent of all present at such a meeting.

ARTICLE V VOTING

1. At all meetings, except for the election of directors, all votes shall be by voice. For election of directors, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

2. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of directors.

3. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three whom shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chair the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

4. No "Inspector of election" shall be a candidate for office.

**ARTICLE VI
ORDER OF BUSINESS**

- **Call to Order.**
- **Reading of the Minutes of the preceding meeting.**
- **Reports of Committees.**
- **Reports of Officers.**
- **Old and Unfinished Business.**
- **New Business.**
- **Adjournment.**

**ARTICLE VII
BOARD OF DIRECTORS**

1. The business of this organization shall be managed by a Board of Directors consisting of at least seven [7] elected members.

2. The officers of the organization shall be chosen from the Board of Directors at an organizational meeting to be conducted within 60 days after the election. At this meeting committee chairs shall be named and the time and place of the next meeting shall be set.

3. The directors shall be elected at the annual meeting of this organization and shall serve for a term of 3 years. The terms shall be staggered so that at least two (2) directors are elected each year.

4. The Board of Directors shall accomplish the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its Chair after due notice to all the directors of such meeting.

5. Fifty one (51) percent of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly during the month of January. Further meetings may be held, as determined by the Chair, or as called for by a majority of the Board of Directors.

6. Each director shall have one vote and such voting may not be done by proxy.

7. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

8. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the

balance of the year.

9. The Board of Directors shall select from one of the members a Chair, a Vice Chair, a Secretary, and a Treasurer. These Officers shall be elected every year.

10. The Chair of the Board of Directors shall serve as President of the organization.

11. A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

ARTICLE VIII OFFICERS

The officers of the organization shall be as follows:

- **President (Chair of the Board of Directors):**
- **Vice Chair:**
- **Secretary:**
- **Treasurer:**

1. The President (assumes this position by virtue of being Chair of the Board of Directors) shall:

- a. **preside at all general membership meetings.**
- b. **present at each annual meeting of the organization an annual report of the work of the organization.**
- c. **appoint all committee chairs, standing or temporary.**
- d. **see that all books, reports and certificates required by law are properly kept or filed.**
- e. **be one of the officers who may sign the checks or drafts of the organization.**
- f. **have such powers as may be reasonably construed as belonging to the chief executive of any organization.**

2. The Vice Chair shall, in the event of the absence or inability of the President to exercise this office, become acting president of the organization with all the rights, privileges and powers as if he/she had been the duly elected president.

3. The Secretary shall keep the minutes and records of the organization in appropriate books, and shall:

- a. **file any certificate required by any statute, federal or state.**
- b. **give and serve all notices to members of this organization.**

- c. be the official custodian of the records of this organization.
- d. be one of the officers who may be required to sign the checks and drafts of the organization.
- e. present to the membership at any meetings any communication addressed to the Secretary of the organization.
- f. submit to the Board of Directors any communications which shall be addressed to the Secretary of the organization.
- g. attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

4. The Treasurer shall have the care and custody of all monies belonging to the organization (except the MASF), and:

- a. shall cause to be deposited in a regular business bank or trust company all monies (a sum not exceeding \$10,000) except that the Board of Directors may direct such funds to be invested in such investments as shall be legal for a non-profit corporation in this state.
- b. must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it (NO SLUSH FUNDS OR PETTY CASH FUNDS).
- c. shall strictly account for all receipts and disperse funds only by check after receipt of a billing or invoice.
- d. shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.
- e. shall exercise all duties incident to the office of Treasurer.

5. Compensation; No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE IX COMMITTEES

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or as noted (for the Scholarship Committee). Any committee member may be reappointed, subject to the member's concurrence. The four standing committee chairs are members of the Board of Directors.

The standing committees shall be:

1. Reunions. This committee shall stage the annual all class reunion.

2. Nominations. This committee shall recruit volunteer members to serve on the Board of Directors and staff the various committee vacancies.

3. Publicity and Data Base. This committee shall be responsible for publishing a Newsletter periodically, maintaining a data base of alumni names that will be available for distributing the information of interest to the members, and making the data base information available for individual class reunions.

4. Scholarship. This committee shall administer the Molalla Alumni Scholarship Fund (MASF) and the awarding of Financial Aid Scholarships to deserving graduates of Molalla River School District.

a. This committee shall consist of at least six (6) members nominated by the Scholarship Committee and consented to by a majority of the Board of Directors. Members shall serve three (3) year terms, two of which shall become vacant each year. Members may be re-appointed to additional terms.

b. This committee shall have an organizational meeting in June each year and shall meet at least three (3) times each year for fund updates, fund investment counseling, scholarship award selection and other germane business.

c. This committee shall be organized thusly:

i. Chairperson, who shall set the dates of, and chair the meetings,

ii. Recorder, who shall take minutes and keep a permanent record of the business of the committee. Copies of these minutes shall be forwarded to the Association Secretary.

iii. Funds Manager, who shall receive and acknowledge donations, invest the funds at the direction of the committee, disburse the scholarships and pay any other bills as authorized by committee action,

iv. Publicity Manager, who shall maintain liaison with the Molalla High School Principal and ensure that the Alumni Scholarship Program is well advertised and supported by the Molalla River School District. This manager with the assistance of the Recorder shall be the point of contact for distribution of applications and receipt of completed applications.

v. Investment Manager, who shall invest the funds subject to the approval of the Scholarship Committee. The Investment Manager may be a Brokerage Account Manager or a fee-based Fund Account Manager to be decided by the Scholarship Committee.

d. Investment of MASF

i. The Scholarship committee shall retain an Investment Advisory Board of at least three persons comprised of individuals who have expertise in the field of funds management. This Board shall meet no less than once a year and give their advice to the Scholarship Committee concerning sound management of the MASF. This advice should be provided for the January meeting of the Scholarship Committee. They shall also review the Investment Policy Statement annually.

ii. The Scholarship Committee shall have final say on the investment of the MASF.

e. Financial Reports.

i. The Fund Manager shall prepare a financial statement for each Scholarship Committee meeting.

ii. This statement shall be a complete accounting of monies received, earnings on investments and disbursements.

iii. This statement shall be distributed to each Scholarship Committee member, Board of Directors member and made available to any member of the Molalla High School Alumni Association, upon request.

f. Scholarship Awards.

i. Any graduating senior at Molalla High School is eligible to receive a scholarship for any accredited two (2) or four (4) year college or university or accredited trade school.

ii. Selection criteria reflected in the scholarship application shall include but not be limited to: Grade Point Average (GPA), Community and School Support and Activity, Integrity, and Predicted Success in Higher Education and.

iii. The number of scholarships and monetary value of each shall be determined by the Scholarship Committee after considering the growth of the Fund over the past five (5) years and total contributions received. The goal is that the minimum funds awarded each year shall be five percent (5%) of the average annual growth over the past five (5) years, and may be enhanced by use of annual contributions. The scholarships awarded shall be eligible for use the following academic year.

iv. The Scholarship Committee shall meet and jointly rank the applicants. They will select a number of top-ranked applications that exceeds the number of scholarships to be awarded by at least three (3) and forward them to an *ad hoc* committee. This committee, a majority of whom are not members of the Alumni Association, shall be appointed by the Scholarship Committee. They will read the applications and make the final selection of awardees.

g. Financial Review. The President of the Molalla High School Alumni Association shall appoint a person who is not a member of the committee to perform an annual financial review of the management of the MASF. The review shall be made available to the Scholarship Committee, the Board of Directors and any member of the Molalla High School Alumni Association who may request it.

h. Donations.

i. The Scholarship Committee shall solicit donations to the MASF and may use a portion of the fund, not to exceed .02% for mailings and other promotions.

ii. All donations shall be acknowledged in accordance with IRS instructions.

iii. Any donor, contributing an amount that is \$20,000 or greater at one time, may request that a scholarship be awarded in a name specified by the donor. The "Named Scholarship" shall be one of the scholarships awarded annually. Any individual or group donating a minimum of \$2,500 may have a one-time scholarship named for whomever they choose. This will be in addition to the number of scholarships that would normally be awarded.

**ARTICLE X
AMENDMENTS**

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of the members at an annual or special meeting, conducted as outlined in Article IV Meetings.

**ARTICLE XI
DISSOLUTION CLAUSE**

In the event that the Molalla High School Alumni Association is dissolved as an organization, the following contingencies shall be enacted:

- 1. Assets of the association shall be directed to the Oregon Community Foundation for use as a Scholarship Fund to graduates of Molalla River School District.**
- 2. Class rosters shall be destroyed unless they can be transferred to the individual ‘class contact’ person(s).**

THESE BYLAWS CONSOLIDATE AND REVISE THE “BYLAWS OF THE MOLALLA HIGH SCHOOL ALUMNI ASSOCIATION” Molalla, Oregon Ratified May 13, 2000, AND THE “MOLALLA ALUMNI SCHOLARSHIP FUND BYLAWS” ADOPTED IN MOLALLA, OREGON AT THE ANNUAL MEETING OF THE ALUMNI HELD APRIL 28, 2007

REVISED AND ADOPTED BY THE MOLALLA ALUMNI ASSOCIATION AT THE ANNUAL MEETING OF THE ASSOCIATION APRIL 24, 2015.