

**BYLAWS of
LICKING HEIGHTS ALUMNI ASSOCIATION, INC.**
(A NOT-FOR-PROFIT CORPORATION)

ARTICLE I

ORGANIZATION NAME

Section 1. The name of the organization shall be Licking Heights Alumni Association, Inc.

ARTICLE II

PURPOSE

Section 1. The Licking Heights Alumni Association, Inc. is organized exclusively for charitable and educational purposes; specifically to assist the Licking Heights students by providing scholarships; as well as provide a means of communications, information, and education for and between the Licking Heights Alumni, School Staff, Students, and Community in an effort to preserve and nurture the traditions and spirit of the Licking Heights School District.

ARTICLE III

MEMBERSHIP / DUES

Section 1. Conditions of Membership. The members of this organization shall be members as long as they are paid up members in this organization. A membership year is the period of time from July 1st until the following June 30th. In order to be considered as a member with voting rights, membership dues must be paid for the specified membership year. Voting rights are achieved only after membership dues have been paid. Such dues shall be paid beginning April 1st and no later than July 31st of the same year. Membership dues paid subsequent July 31st of the membership year shall be accepted and such member shall participate in meetings of the organization. However, no voting privileges shall be afforded to such member during that membership year. Membership or any interests in this Organization of member shall not be assignable inter vivo, nor personal representative, heir or devisee. Membership shall terminate for any member resigning from this organization or upon their ceasing to be a member of said Organization for any reason whatsoever.

Section 2. General Membership. Membership in the organization shall be open to any person that has graduated, attended, or is employed by the Licking Heights School District, past or present.

Section 3. Dues. The dues of this organization shall be FIFTEEN (15) DOLLARS per annum, payable as stated in Section 1 above.

Section 4. Voting Rights. A member shall be entitled to vote in accordance with the provisions stipulated in Article 3, Section 1, only members who have paid their dues may vote. In further

accord with Section 1, members who pay their dues subsequent to July 31st in a specified membership year shall not be afforded voting privileges for that membership year.

ARTICLE IV

MEETINGS

Section 1. Annual Meeting. The annual membership meeting of this organization shall be held on the 3rd Saturday in June each and every year except if such day be a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws. Such meeting shall also be considered the general membership meeting for the month of June. However, in addition to the normal conduct of business of the organization, the annual meeting shall include the election of officers.

Section 2. Notice of Meetings. The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership register in this organization a notice telling the time and place of such annual meeting. Notice in the local papers shall be considered adequate notification for special meetings, at least five (5) days prior to the date of such meetings.

Section 3. Regular Meetings. Regular meetings of this organization shall be held on the 3rd Tuesday of each month at a location to be determined by the Board of Directors at their annual meeting.

Section 4. Quorum. The presence of not less than five (5) of the members, to include at least three (3) officers, shall constitute a quorum and shall be necessary to conduct the business of this organization; but fewer may adjourn the meeting for a period of not more than four (4) weeks.

Section 5. Special Meeting. The President may call special meetings of this organization when he deems it for the best interest of the organization. Notices of such meetings shall be in accordance with Article 4, Section 2. 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. At the request of five (5) members of the Board of Directors or ten (10) members of the organization, the President shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all those present at such meeting.

ARTICLE V

VOTING

Section 1. At all meetings, all votes shall be by voice or show of hands.

Section 2. At any regular or special meeting, at the President's discretion or at the request of members, a show of hands shall be used to count the votes.

ARTICLE VI

ORDER OF BUSINESS

1. Roll Call of Officers.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committee.
4. Reports of Officers.
5. Old and/or Unfinished Business.
6. New Business.
7. Adjournments.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. The business of this organization shall be managed by the Board of Directors consisting of six (6) members, together with the officers of this organization. At least one of the directors elected shall be a resident of the State of Ohio and a citizen of the United States

Section 2. The directors chosen for the ensuing year shall be elected at the annual meeting of this organization and they shall serve for a term of one (1) year.

Section 3. The Board of Directors shall have 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 chairman after due notice to all the directors of such meeting.

Section 4. Fifty-one (51%) percent of the members of the Board of Directors shall constitute a quorum and shall be necessary to conduct the business of this Board.

Section 5. Each director shall have one vote and such voting may not be done by proxy.

Section 6. The Board of Directors may make such rules and regulations covering its meeting as it may in its discretion determine necessary.

Section 7. 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.

Section 8. The President of the organization by virtue of his office shall be Chairman of the Board of Directors.

Section 9. The Board of Directors shall select from one of their members a secretary.

Section 10. 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 his hearing, as it may in its discretion consider necessary for the best interests of the organization.

Section 11. Resignation from the Board must be in writing and received by the Secretary.

ARTICLE VIII

OFFICERS

Section 1. The officers of the organization shall be as follows:

President. The President shall preside at all membership meetings. He shall by virtue of his office be Chairman of the Board of Directors. He shall appoint all committees, temporary or permanent. He shall see all books, reports, and certificates required by law are properly kept or filed. He shall be one of the officers who may sign the checks or drafts of the organization. He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

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

Treasurer. The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He shall cause to be deposited in a regular business bank or trust company a sum not exceeding two-thousand (\$2,000) dollars, except that short term projects of less than sixty (60) days may exceed this limit, and the balance of the funds of the organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit organization in this state. He 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. He 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. He shall exercise all duties incident to the office of Treasurer.

Recording Secretary. The Recording Secretary shall be present at all meetings and shall keep the minutes and records of the organization in appropriate books. It shall be his duty to file any certificate required by any statute, federal or state. He shall give and serve all notices to members of this organization. He shall be the official custodian of the records of this organization and shall exercise all duties incident to the office of Recording Secretary.

Corresponding Secretary. The Corresponding Secretary shall be present at all meetings and shall send and post notice of the general membership meetings. He shall present to the membership at any meetings any communication addressed to him as Secretary of the organization. He shall submit to the Board of Directors any communications, which shall be addressed to him as Secretary of the organization. He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Corresponding Secretary.

Section 2. Officers shall by virtue of their office be members of the Board of Directors.

Section 3. 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 from receiving any compensation from the organization for duties other than as a director or officer.

Section 4. An Officer shall be expelled for excess absences from his position if he has three (3) unexcused absences from regular meetings in a year.

ARTICLE IX

SALARIES

Section 1. The Board of Directors shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

Section 2. No member officer or employee of the organization shall receive or be entitled to receive any pecuniary profit or benefit from this organization or from the operations of the liquidation of said organization, so as not to be a conflict of interest, and the organization is not organized or created for private gain or personal profit.

ARTICLE X

COMMITTEES

Section 1. The President shall appoint all committees of this organization and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

Section 2. The permanent committees shall be:

Finance. The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fund raising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within

the budget. The Board must approve any major change in the budget. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, Officers, Board members and the public.

Nominating. A nominating committee shall be formed at least ninety (90) days prior to the Annual Meeting. Its duty shall be to submit names of nominees for officers. Following the report of the nominating committee at the Annual Meeting, an opportunity shall be given for nomination from the floor. Only those members in good standing and who have consented to serve if elected shall be eligible for nomination, either by the committee or from the floor.

Membership.
Banquet.

ARTICLE XI

LIQUIDATION OF ORGANIZATION

Section 1. If for any reason it becomes necessary to dissolve this Organization, assets held by it for specific purposes shall be applied so far as is feasible in accordance with the terms of the purpose.

Section 2. The remaining assets not held for a specific purpose shall be applied so far as is feasible towards carrying out the purpose stated in these Articles.

Section 3. In the event, and to the extent that, in the judgment of the officers, it is not feasible to apply the assets as provided in the above clauses (Sections 1 & 2), the assets shall be given to the Licking Heights School District for student scholarships.

ARTICLE XII

NON-DISCRIMINATION

Section 1. The Licking Heights Alumni Association prohibits discrimination on the basis of race, sex, creed, color, religion, age, national origin, political affiliation, disability, sexual orientation, or veteran status.

ARTICLE XIII

AMENDMENTS

Section 1. These By-Laws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These By-Laws were approved at a regular meeting of the Officers and Membership on the 18th of May, 2004.

Attest:

President

Vice President

Treasurer

Recording Secretary

Corresponding Secretary