

# CALVIN COOLIDGE ALUMNI ASSOCIATION, INC. BYLAWS

AMENDED

## ARTICLE I

### NAME and LOCATION

Sec. 1. The name of this corporation is: **Calvin Coolidge Alumni Association, Inc.** (cited hereinafter as “CCAA”).

Sec. 2. The principle and registered office of the CCAA is located at 6315 Fifth Street N.W., Washington, D.C. 20011. The CCAA may maintain additional offices at other places as the board of directors may choose to designate from time to time.

## ARTICLE II

### PURPOSE

The CCAA is organized for the purpose of enhancing student life at Calvin Coolidge High School, a notable institution of higher learning. The CCAA’s major goal is to establish functional programs and activities, which will support, and are in accordance with, Calvin Coolidge High as a District of Columbia public school to reinforce education, academic support, career orientation, and college preparation. More specifically, such purposes include, but are not limited to, promoting student achievement, parent involvement, community development, drug abuse programs, academic excellence, teacher professionalism, and total school achievement. The CCAA will achieve this end collectively by identifying, establishing, and maintaining viable career networks among student members and the community. To reinforce the continuity of the program, a major effort will be displayed to identify and maintain an active enrollment of Calvin Coolidge graduates as members of the CCAA. The CCAA will seek to guide members, students, PTSO, faculty and community, collectively towards student growth in a direction of excellence.

## ARTICLE III

### MEMBERSHIP

#### Sec. 1. Eligibility

The CCAA shall consist of no less than four (4) memberships:

(a) **Student Membership:** Student membership is designed to familiarize present and former student of Calvin Coolidge High School, Washington, D.C. up to age 25 with the activities, programs, and events sponsored by the CCAA. The student member, however, does not have the right to vote as it pertains to the CCAA.

(b) General Membership: A General member must be a graduate of Calvin Coolidge High School, Washington, D.C. The general membership program is developed so that a member is entitled to all rights and privileges to its members and membership for the duration of one year.

(c) Life Membership: A Life member must be a graduate of Calvin Coolidge High School, Washington, D.C. The life membership program is designed so that a member can be in good standing for life, and is entitled to all rights and privileges as pertaining to its members and membership. It represents a sincere dedicated effort to the ideals and principles for which the CCAA stands. As a life member, one will receive a “Life Membership Card” and a “Life Membership Certificate”.

(d) Associate Member: Any person desiring to be a member of CCAA. Associate members have no voting rights, but are able to be considered for benefits. Associate members are not required to be graduates of Calvin Coolidge High School.

## Sec. 2. Obligations of Members

In order to be and remain a member of the CCAA and to vote in accordance with these bylaws, a person must complete and sign the membership application, abide by the organization’s bylaws and any rules adopted by the board, comply with all decisions of the CCAA made in accordance with these bylaws, and pay dues as required by the board in accordance with these bylaws.

## Sec. 3. Dues

The dues for each membership level (see Article III, Sec. 1) shall be in such amount as the board may determine.

## Sec. 4. Termination of Membership

A member may voluntarily terminate membership at any time by submitting a written resignation to an officer or director. A member who fails to pay all dues as required by the board in accordance with these bylaws automatically terminates his/her membership. The board may terminate the membership of any member who substantially fails to comply with these bylaws or the CCAA’s rules, provided that the board notifies the member in writing of the termination and the reason for it. Dues are non-refundable.

## Sec. 5. Annual Meeting

The CCAA shall have an annual meeting of the members to elect officers and directors and to conduct such other business as may properly come before the membership. Annual meetings shall be held in February of each year, or as close thereto as reasonably practical, as the board may determine.

## Sec. 6. Notice of Annual Meeting

Written notice stating the place, day and hour of the annual meeting shall be delivered to each member at least two weeks in advance.

Sec. 7. Regular Meetings

Regular meetings of the members shall be held as deemed necessary two weeks prior to CCAA board meetings at such locations as the board may determine from time to time.

Sec. 8. Notice of Regular Meetings

Regular meetings of the membership may be called by at least ten percent (10%) of the membership; the board of directors; or the president.

Sec. 9. Cancellation of Regular Meetings

The board, the president, or any majority of the members present at a membership meeting and entitled to vote may cancel any regular meeting. Notice of the cancellation shall be given in writing or orally to at least the majority of board members and at least ten per cent (10%) of the members, or by written notice, at least (12) hours in advance, or, if this is impractical, as far in advance as is reasonably possible.

Sec. 10. Special Meetings

Special meetings of the members may be called by the board of directors; the president; or the membership. If a meeting is called by the membership, a petition requesting the special meeting must be signed by at least ten percent (10%) of the members and delivered to any officer or director of the CCAA. Written notice stating the place, day and hour of the special meeting shall be delivered to each member at least two weeks in advance.

Sec. 11. Powers of Membership

The membership shall have the power to and shall vote on the following matters:

- (a) Election and removal of officers and directors, including the filling of any vacancy;
- (b) Amendment of the articles of incorporation;
- (c) Amendment of the bylaws;

Sec. 12. Voting

In order to vote, a member must be in good standings, 90 days prior to any voting matter. Each member shall have the right to cast one vote. There shall be voting by proxy and proxy by absentee voting. Proxy voting is permitted with authorization in written or oral evidence. Absentee voting shall be permitted only under the following conditions: (a) the absentee voter may not be present; (b) the members vote is submitted in writing to an officer of the CCAA before the vote is taken; and (c) the written submission identifies the matter at issue and is signed by a member and a witness.

A vote of the majority of members present and entitled to vote and properly submitted absentee votes shall decide any matter. Members shall be given written notice in the same manner as for a special meeting (Article III, Sec. 11).

Sec. 13. Quorum

The presence of at least three officers shall constitute a quorum for conducting business at all meetings. Neither an absentee vote nor a proxy vote may be counted toward establishing a quorum. Once a quorum has been established, the members present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Sec. 14. Order of Business

The order of business at all regularly scheduled meetings of the members shall be as follows:

- (a) roll call
- (b) establishing quorum
- (c) proof of notice of meeting or waiver of notice
- (d) reading the minutes of the last meeting
- (e) reports of officers
- (f) reports of committees
- (g) old business
- (h) new business

In the case of a special meeting, items (a) through (h) shall be considered if applicable and thereafter the agenda shall consist of the terms specified in the notice of the meeting.

**ARTICLE IV**

**BOARD OF DIRECTORS**

Sec. 1. General Powers

The property, business, and affairs of the CCAA shall be managed by the board of directors, which may exercise all powers of the CCAA and perform all lawful acts. The directors shall in all cases act as a board and not as individuals. They may adopt such rules for the conduct of their meetings and the management of the CCAA as they deem proper, not inconsistent with these bylaws and the laws of the District of Columbia.

Sec. 2. Number of Directors / Qualifications

There shall be up to eleven (11) directors (in no case less than three) who may include the principle officers of the CCAA, Inc. (President, Vice-President, Secretary, Treasurer, and At-Large Members). Each director shall at all times be a member of the CCAA, Inc.

### Sec. 3. Terms and Election

Directors shall be elected at the annual meeting immediately following the election of officers. Directors shall serve for a term of two years or until their successors are chosen.

### Sec. 4. Resignation

A director may resign at any time, provided that he or she submits a written resignation to the board.

### Sec. 5. Removal

A director may be removed with cause by a majority vote of the directors present and entitled to vote.

### Sec. 6. Vacancy

In the event that a vacancy occurs on the board, the board may appoint a member to fill the vacancy until such time as a new director is elected by the membership at a regular or special meeting. The new director shall serve the unexpired term of the prior director.

### Sec. 7. Meetings

Regular meetings of the board shall be held on the second Monday of each month at such time and place as the board may determine from time to time. At least forty-eight (48) hours in advance, notification of time and location will be provided. These bylaws serve as notice of such meetings. Special meetings shall be held whenever three or more officers determine that a meeting is necessary.

Oral or written notice of special meetings shall be given to all directors at least forty-eight (48) hours in advance if practical, and, if not practical, notice shall be given as far in advance as is reasonably possible. All meetings of the board shall be chaired by the president or such officer or director as the president may designate.

### Sec. 8. Quorum and Voting

A quorum for the transaction of business by the board shall consist of at least three officers.

### Sec. 9. Attendance

Any member of the board of directors who fails to attend three regular meetings per year without verbal or written notification to the president, or written notification to a board member who shall notify the president or vice president, shall be considered as having resigned from membership on the board of directors. Any such vacancies shall be filled by appointment by the board of directors at the next regular or special meeting.

## Sec. 10. Open Board Meetings

All meetings of the board shall be open to attendance by members unless the board votes unanimously that a meeting or a portion thereof shall be closed.

## **ARTICLE V**

### **OFFICERS**

#### Sec. 1. Designation of Officers

The CCAA shall have the following officers who shall serve also on the board of directors: president; vice president; treasurer and secretary.

#### Sec. 2. President

The president shall be the chief executive officer of the CCAA, and, subject to the control of the board, shall have general supervision, direction, and control of the business and affairs of the CCAA. The president's general powers and duties shall include:

- (a) day-to-day management of the CCAA
- (b) presiding at membership and board meetings
- (c) countersigning all drafts, checks, notes and all undertakings for the payment of money on behalf of the CCAA
- (d) signing all records and documents requiring the president's signature
- (e) approving all circulars, communications and correspondence issued and financial transactions made, in the name of the CCAA

#### Sec. 3. Vice-President

The vice-president shall, in the absence or disability of the president, perform all duties of the president, and shall supervise the affairs of the CCAA under the direction of the president and the control of the board. The vice-president shall have such other powers and duties not inconsistent with these bylaws as may be assigned to him or her from time to time by the president or the board.

#### Sec. 4. Secretary

The secretary shall have custody of all documents and records for the CCAA. The secretary's general powers and duties shall include:

- (a) keeping a record of the minutes of the meetings of the board, the members, and attendees;
- (b) giving reports of the minutes at board and membership meetings;
- (c) giving all notices in accordance with these bylaws;
- (d) having custody of the seal of the CCAA and affixing it to all documents when required;
- (e) keeping the official membership list for the CCAA

The secretary shall perform such other duties not inconsistent with these bylaws as are incidental to the office of secretary or as may be assigned from time to time by the board or president.

#### Sec. 5. Treasurer

The treasurer shall have charge and custody of and be responsible for all funds of the CCAA. The treasurer shall be bonded each year. The treasurer's general powers and duties shall include:

- (a) receiving and disbursing monies of the CCAA in accordance with the directions of the board or the president;
- (b) the treasurer shall authorize the deposit of all monies received in the name of the CCAA, Inc. in such banks or other reliable depositories as from time to time may be designated by the board;
- (c) keeping complete and correct account of all monies received and disbursed for the CCAA, and making all financial records available for inspection at all reasonable times by all members of the CCAA
- (d) providing written financial reports at board and membership meetings;
- (e) overseeing prompt and full collection of membership dues.

The treasurer shall have such other powers and duties not inconsistent with these bylaws as are incidental to the office of treasurer or as may be assigned to him or her from time to time by the president or the board of directors.

#### Sec. 6. Term and Election

The officers shall be elected from the membership for a term of two years at the annual meeting. Election to an office shall constitute election also to the board of directors.

#### Sec. 7. Resignation; Removal; Vacancy

Officers may resign or be removed and vacancies caused thereby shall be filled in the same manner as provided for directors in Article IV, Sections 4-6 of these bylaws.

#### Sec. 8. Bonding

The president, treasurer and other members handling funds for the CCAA shall be bonded at the CCAA's expense in such sum and form as the board shall determine.

### **ARTICLE VI**

#### **AT-LARGE MEMBERS**

##### Sec. 1. Eligibility

Selection of at-large members shall be by nomination and vote at the annual meeting. At-large members are entitled to vote at all meetings of the board of directors, membership, or any special meeting and said vote will count towards a quorum. The number of at-large members shall be limited according to Article IV Sec. 2.

## **ARTICLE VII**

### **PRESIDENT'S ROUNDTABLE**

#### Sec. 1. Eligibility

The principal; one counselor, faculty, or staff person; and one community worker shall be invited to serve as members of the president's roundtable. Selection shall be made by nomination and vote of the board of directors at any regularly scheduled meeting. The board of directors may add or delete from this list at any meeting of the board of directors with a majority vote of those members present and voting. Members of the president's roundtable do not have voting rights at board meetings or special meetings of the board, however, said members are eligible to vote at membership meetings.

## **ARTICLE VIII**

### **COMMITTEES**

#### Sec. 1. In General

The board, by resolution, may designate committees, which shall report to the board. At no time shall the board delegate to any committee its responsibility to manage CCAA. The board may adopt, reject, or amend committee recommendations or, at the board's discretion, present any matter to its membership.

#### Sec. 2. Committee Members

Committee members shall be members of CCAA and either may volunteer for a committee, be elected by the membership, or be chosen by the president or the board. Service on a committee shall be for such time and under such conditions as the board may direct.

## **ARTICLE IX**

### **FINANCE AND CONTRACTS**

#### Sec. 1. Deposit of Funds

All funds of the CCAA not otherwise employed shall be authorized for deposit by the treasurer in such banks or other reliable depositories as the board may from time to time designate.

#### Sec. 2. Checks and Withdrawal of Funds

All checks, drafts, notes, evidence of indebtedness of funds shall be signed by two authorized signatures.

Sec. 3. Loans and Compensation

The CCAA shall make no loans to any director or officer. The CCAA shall pay no compensation other than reimbursement for out-of-pocket expenses to the board of directors or officers.

Sec. 4. Contracts

No person shall enter into any contract in the name of, or on behalf of the CCAA without the express and specific written authorization of the board.

Sec. 5. Fiscal Year

The fiscal year and program year of the CCAA shall be the twelve month period beginning January 1 and ending December 31 in each calendar year.

**ARTICLE X**

**AMENDMENTS TO ARTICLES OF INCORPORATION**

Sec. 1. Form

Any proposed amendment to the articles of incorporation or bylaws shall be in the form of a resolution adopted by the board, setting forth the proposed amendment and directing that it be submitted to a vote at a membership meeting.

Sec. 2. Notice

Advance notice of any proposed amendment is required and shall be given in the same manner as provided for a special meeting in Article III, Section 10 of these bylaws.

Sec. 3. Adoption

Adoption of the proposed amendment shall require at least a two thirds (2/3) vote of the members present and entitled to vote in the case of amendments to the articles of incorporation, and at least a majority vote in the case of amendments to these bylaws.

**ARTICLE XI**

**PARTNERSHIPS AND AFFILIATIONS**

Sec. 1. General

CCAA will establish and/or enter into partnership affiliations with organizations with similar goals and purpose.

Sec. 2. Current Partnerships

Dollars for Scholars

Sec. 3. Termination of Partnerships and Affiliations

In the event of termination of affiliation with Dollars for Scholars (DFS), or the dissolution of CCAA, the Chapter shall assign all funds in the DFS bank account to the CSFA, and distribute all restricted funds (endowments) in accordance with all written endowment agreements, subject to the restriction that the distribution must be exclusively for charitable, educational, or scientific purposes which would permit the Chapter to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

**ARTICLE XII**

**EFFECTIVE DATE OF THESE AMENDED BYLAWS**

The undersigned President, Vice President, Treasurer, and a majority of the Board of Directors respectively of the Calvin Coolidge Alumni Association hereby certify that the foregoing Bylaws were amended at a meeting duly called and held on the 21<sup>ST</sup> day of February, 2009 at 10:00 A.M.

Name (Please Print)

Signature

FRANK JONES @  
President

Frank Jones

Donna R. Jones  
Vice President

Donna R. Jones

Debra R. Whitford  
Treasurer

Debra R. Whitford

Tom Drakeford  
Secretary

Tom Drakeford

Neil Faulkner  
Director

Neil Faulkner

Deborah Douglas-Monroe  
Director

Deborah Douglas-Monroe

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Director

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