

BY-LAWS
OF
SILVERTON HIGH SCHOOL ALUMNI ASSOCIATION

ARTICLE I
Name and Location

- A. The Corporation shall be known as the Silverton High School Alumni Association (SHSAA).
- B. The offices of the Association shall always be located in Silverton, Oregon.

ARTICLE II
Purpose and Mission

- A. Purpose
 - 1. To obtain and donate, to a perpetual fund, money that will be invested solely for the purpose of having its income used for ~~granting~~ awarding scholarships to ~~Silverton public high school graduates and to~~ graduating Silverton public High School (SHS) seniors and graduates of SHS and/or providing financial grants to departments of SHS.
 - 2. To coordinate and/or assist SHS alumni activities to include but not limited to ~~the management of~~ holding funds ~~held or~~ obligated to specific graduation classes.
 - 3. To develop and maintain a database of SHS alumni and distribute such information upon request to parties as authorized by the Trustees.
 - 4. To cooperate and/or coordinate with other organizations and/or donors in evaluating and awarding scholarships to SHS graduating seniors and graduates and grants to departments of SHS.
- B. Mission: To coordinate alumni activities and to prudently manage the growth of a perpetual investment fund so that the income from the invested principal will be used to ~~grant~~ award scholarships on a year-by-year basis ~~for both~~ to any graduate of SHS pursuing undergraduate academic and or vocational post high school training to any graduate of any Silverton public high school and to provide financial grants to departments of SHS.

ARTICLE III
Corporate Officers

A. The Officers of the Corporation shall be:

1. The President: The President shall preside at all meetings of the membership and all meetings of the Trustees and oversee and supervise all activities of the Corporation. The President shall be elected by the Trustees for a two-year term at an annual meeting and immediately take office during at the end of that annual meeting at which elected. ~~and~~ The President shall hold office through the next two annual meetings.
2. The Vice President: The Vice President shall act as the President during the absence of that officer and shall be elected by the Trustees for a two-years term at an annual meeting, and immediately take office during at the end of that annual meeting at which elected. ~~and~~ The Vice President shall serve through the next two annual meetings. The terms of the President and Vice President will overlap so they do not begin or end in the same year.
3. The Secretary: The Secretary shall be appointed by the Trustees and shall serve at their pleasure. The Secretary shall record and publish the minutes of all Membership and all Trustees meetings and perform whatever other duties pertaining to that office as directed by the Trustees.
4. The Treasurer: The Treasurer shall be appointed by the Trustees and shall serve at their pleasure. The Treasurer shall receive and deposit all funds of the Corporation and pay them out again upon the orders of the Trustees. The Treasurer must maintain a complete and accurate financial record, make regular periodic reports to the Trustees and make a complete report to be presented at the annual membership meeting.
5. The Board of Trustees: The Board of Trustees shall consist of a minimum of five (5) and a maximum of nine (9) members. The President and Vice President shall be members and leaders of the Board of Trustees. ~~In addition, five active members shall be elected for five year terms as Trustees, provided that only one shall be elected each year: At the first annual meeting one shall be elected for one year, one for two years, one for three years, one for four years, and one for five years.~~ All Trustee members shall be elected by the membership for five-year terms. Trustees will be elected upon the expiration of a previous Trustee's term and immediately take office during that annual meeting at which elected and hold office through five annual meetings. The terms shall overlap, so that at no time will a majority of Trustees be elected with terms beginning in the same year. If any Trustee does not complete the term of office

to which elected, the Trustees shall select another member to complete the balance of the term.

B. Removal from Office: Should a member, in good standing, file a complaint with the President or Secretary, setting forth reasons why an Officer or Trustee should be removed from their position, the matter shall be scheduled for a hearing before a special meeting of the membership within 60 days of receipt of the complaint. The following procedures will be followed:

1. Cause for removal shall be heard. The Petitioner and Respondent will be allowed to present evidence and testimony concerning the alleged violation(s). Examples of violations include but are not limited to the following:
 - a. Misappropriation of funds.
 - b. Found guilty of a felony or misdemeanor involving moral turpitude.
 - c. Flagrant failure to follow the established policies and/or procedures set forth herein or in any other official Association document(s) resulting in a significant financial loss.
 - d. Actions that bring discredit to the Association.
2. After the presentation of evidence and testimony of the Petitioner and Respondent ~~for~~ ~~cause~~, the decision of whether or not to remove the accused from the office shall be made by a simple majority vote of the membership, in good standing, present at the hearing, done by a written secret ballot.
3. Rights of Appeal. The decision of the membership may be appealed by the accused to the Board of Trustees.
 - a. The reason for the appeal must be submitted in writing to the Trustees within 30 days from the vote of the membership and must include facts that were not presented to the membership present at the special meeting/hearing.
 - b. The Officers and Trustees shall decide within 60 days from receipt of the new facts whether or not a new hearing is justified. The accused shall not be present or participate in any personal direct way in the deliberations or decision concerning this matter before the Officers and Trustees.
 - c. If the Officers and Trustees decide by a At least two-thirds vote of the Officers and Trustees must vote on this matter. ~~If they decide~~ that a new hearing is not justified, the ~~earlier~~ decision by the membership shall stand and it shall be final.
 - d. If they decide that a new hearing is justified, ~~they may order whatever information they think necessary prior to the hearing to be presented to a second special meeting of the membership.~~ the Officers and Trustees shall specify the necessary information to be presented at a second special meeting of the membership. ~~If a new hearing is granted,~~ The decision of of

~~voted by the membership at that hearing shall be final, regardless of the final vote.~~

ARTICLE IV Trustees' Meetings

A. Rules for Trustee Meetings:

1. The ~~seven~~ Trustees shall meet as often as necessary to ensure proper, orderly and timely completion of all business.
2. Meetings shall be called by the President or any three Trustees.
3. All Officers and Trustees shall be given a timely and sufficient notice for all regular and special meetings that includes of the date, time, and place of the meeting.
4. Only the President or the Vice President may preside at the meeting.
5. ~~Four of the seven Trustees, who must include either the President or the Vice President, shall constitute a quorum at all meetings.~~ A quorum shall be a majority of the number of Officers and Trustees in office immediately before the meeting begins who are attending either in person or through teleconferencing (virtually) and must include either the President or the Vice President.

B. Virtual meetings: The President or quorum of the Trustees may hold and attend meetings by means of teleconference, video conference, or any other similar electronic technology. Whenever possible, virtual meetings will be concurrently available during "in-person" meetings for anyone to attend.

C. Excused Absences: Trustees may be excused from any meeting by the authority of the President in advance of the meeting.

D. Attendance: If any elected Trustee has more than two unexcused absences in any twelve-month period, that Trustee is to be automatically removed from the Board and replaced by action of the Trustees. The Trustees shall select another member to complete the balance of the term.

E. Virtual attendance may be considered the same as "in person" provided the Trustee/Officer has given sufficient advance notice to the President of their inability to attend in person and adequate provisions can be made to establish the supportive virtual meeting hardware.

- F. Open meetings: The public may attend and participate without the right to vote at the Trustee meetings. If confidentiality is desired on a specific issue, then the Trustees may close a portion of the meeting for that specific item.
- G. Voting rights: Only Trustees may vote on matters before the Trustees during a Trustee meeting.
- H. By -Laws: Trustees may amend the By-laws as required. All amendments to the By-laws will be presented to the membership for its ratification or repudiation at the first available Membership Meeting.

ARTICLE V Membership Meetings

- A. Rules applicable for all Membership meetings:
 - 1. Meeting Notices: At least ten, but no more than 120 days before any membership meeting every member in good standing shall be mailed (via Newsletter or postcard when email is unknown), faxed or e-mailed a written notice of the meeting, giving time, date, place and announcing the known agenda, including but not limited to election of Officers and Trustees, proposed By-law amendments and other relevant information. Additional Meeting Notices will be posted to www.shsfoxes.com and Silverton High School Alumni Association Facebook page to serve notice to all who might have an interest in the Association's activities. (Note that Trustee meetings are not Membership meetings.)
 - 2. Only the President or Vice President may preside at a meeting of the membership.
 - 3. All meetings must be held or virtually originate in Silverton, Oregon.
 - 4. Quorum: Those members in good standing who are present in person and/or virtually shall constitute a quorum.
 - 5. Voting rights: Only members in good standing who are present in person at the meeting may vote on Agenda matters that require secret balloting. Matters that are to be decided by voice vote may also include those in virtual attendance. Proxy voting will not be allowed.
- B. Annual Meeting:
 - 1. Time: An annual Membership meeting shall be held on the third Tuesday of September each year, beginning at 5:00 p.m.

2. Place: The Trustees shall select the meeting place.
3. Voting rights:
 - a. Members vote to select Trustees and on any other voting matter as stated on the agenda.
 - b. Trustees vote to select the President and Vice President, if the offices are to be filled, from the currently serving or newly elected Trustees.
 - c. Trustees appoint as applicable a Secretary and a Treasurer.

C. Special Meetings

1. Who may call: The Trustees or at least 20 percent of the members in good standing may call a special meeting at any time.
2. Time and place of meeting: The meeting shall be held in Silverton, Oregon, or within a 5-mile radius therefrom at a reasonable day and hour in a location selected by the Trustees.

ARTICLE VI

Compensation and Allowance of
Officers, Trustees and Employees

- A. Compensation of Secretary, ~~Trustees,~~ Treasurer, and employees: The Secretary and/or the Treasurer and other employees of the Corporation may be compensated for their services as determined by the Board of Trustees finances allow. ~~Compensation is to be determined by the Trustees but~~ In no case shall the amount of compensation be excessive in relation to the hours actually worked and the average compensation per hour being paid in the Silverton vicinity to employees engaged in similar work.
- B. Compensation of other officers, Trustees and reimbursable expenses:
1. No other Officer or Trustee shall receive any compensation for their work.
 2. No Officer or Trustee shall be reimbursed for any personal expense such as dining or travel except as authorized by a unanimous vote of the Trustees in advance of the activity for which reimbursement is sought. The person seeking reimbursement may not vote.

3. Necessary operational expenses such as postage may be reimbursed without prior approval only to the limit established by the Association's Operational Procedures Manual.

ARTICLE VII

~~Eligibility for Membership, Dues and Voting Rights~~

- A. Eligibility for membership: All graduates of SHS ~~any Silverton public high school~~ and all other persons who are in accord with the purpose and mission of the Association may become members.
- B. ~~Unless changed by majority vote at the annual meeting, The Dues shall be \$5.00 per person per year, unless changed by majority vote at the annual meeting.~~
- C. Life membership: A life membership shall be granted to any person when their donations, or donations that are made on their behalf, total \$500 or more. Any person donating, or in whose behalf a donation is/are made that totals \$500 or more shall be granted a life membership.
- D. Only members in good standing shall be eligible to vote or to serve as an Officer or Trustee.

ARTICLE VIII

Money Management

- A. Investment of funds: The Corporation is authorized to enter into contracts with ~~and to make grants to~~ other organizations for the purpose of investing corporate funds that share a common mission and purpose.
 1. ~~Any grants to any other organization must be based upon a written contract with that organization and must be based upon a written contract with that organization and must insure that all grant funds are used to either award scholarships to any Silverton public high school graduate or graduating senior or to be invested to obtain funds for that purpose. No part of any such grant may be used for any other purpose.~~
- B. Expenditures:
 1. Sufficient funds to pay for the activities of the Corporation, ~~and to grant award scholarships to graduates or graduating seniors of any Silverton public high school SHS and to provide grants to departments of SHS must~~ may be retained by the Corporation in accordance with procedures established by the Trustees.

2. ~~The actual number and the dollar~~ total amount of ~~each~~ scholarships to be awarded will be determined annually as of the end of the previous calendar year.
 3. The amount available for a SHS departmental grant will be determined annually as of the end of the previous calendar year.
- C. The Corporation shall have a Finance Committee that:
1. Reviews the corporate financial management.
 2. Reviews and makes recommendations on investment policy.
 3. Recommends scholarship allocations.

Adopted as amended on _____

Mason Branstetter, Secretary, SHSAA

Adopted 2004
Revised 2016, 2025