

By-Laws of The Associated Alumni of the Central High School of Philadelphia

ARTICLE I – Name

The name of this organization shall be “THE ASSOCIATED ALUMNI OF THE CENTRAL HIGH SCHOOL OF PHILADELPHIA.”

ARTICLE II – Purposes

The purposes for which this Corporation shall operate are as follows:

- (a) To encourage and support the highest standards of scholarship and character being achieved through the education of the students of Central High School.
- (b) To encourage and support the Central High School faculty.
- (c) To encourage and support the development of activity incident and complementary to the curriculum of the school.
- (d) To advise the Board of Education in all matters affecting the welfare of the Central High School and the public school system.
- (e) To raise and distribute funds in aid of the academic and scholastic programs of the school and activities complementary thereto.
- (f) To maintain scholarship funds that will assist deserving students to obtain a higher education.
- (g) To foster relations among graduates by maintaining contact information, offering social activities and disseminating information about the school, its students and its graduates.

ARTICLE III - Membership

SECTION 1. Anyone who is a graduate of the Central High School of Philadelphia who fulfills all membership requirements as specified by the

Board of Managers shall become a member of record, with such rights and privileges, and subject to such obligations, as may be prescribed by the Board of Managers. The term “member of record” shall be synonymous with “active membership” as referenced in the Charter of Incorporation.

SECTION 2. Any person who has been a student of the Central High School in a class which has been graduated, and the Presidents, Professors, Instructors and other officers, shall be eligible to become associate members, with such rights and privileges, and subject to such obligations, as may be prescribed by the Board of Managers.

SECTION 3. Any person may be elected an honorary member by majority vote of the Board of Managers, with such rights and privileges, and subject to such obligations, as may be prescribed by the Board of Managers.

SECTION 4. The Board of Managers may, by a two-thirds majority vote of those present at any meeting thereof, expel or suspend any member for cause, provided, however, that the member shall have received a minimum of ten (10) days’ notice in writing of the proposed action. The member in question, at his/her election, shall be permitted to respond to the proposed suspension/expulsion in person at the Board meeting at which such action is being considered and/or in writing.

SECTION 5. The Board of Managers may prescribe dues as a precondition for any class of membership.

ARTICLE IV – Officers

SECTION 1. The officers of the Corporation shall be a President, at least two Vice-Presidents, a Recording Secretary, a Corresponding Secretary, a Treasurer, a Master of Archives and such other offices as the Board of Managers creates. Upon determination by the Board of Managers, the offices of Corresponding Secretary and Recording Secretary have been consolidated, shall be held by one person, and shall be referred to as the Secretary. Upon determination by the Board of Managers, the Master of Archives shall be referred to as Historian.

SECTION 2. Any person may be elected an officer if such person has been a member of record of the Corporation for at least three consecutive years immediately preceding the election.

SECTION 3. Officers shall be elected at the Annual Meeting for a term of one year, or until their successors have been duly elected and qualified.

SECTION 4. In the event of the death, resignation, removal or disability of an elected officer, the Board of Managers may, by majority vote, at a regular or special meeting, fill the vacancy thus created for the balance of the unexpired term. If the vacancy shall be in the office of the President, the successor shall be elected from among the Vice-Presidents, unless no Vice-President is willing or able to serve, in which event the Board of Managers shall elect a member of the Board to serve. The determination as to whether an officer suffers from a disability within the meaning of this section shall be vested in the sole discretion of the Board of Managers.

ARTICLE V - Duties of Officers

SECTION 1. The President shall:

1. preside at all meetings of the Corporation, the Board of Managers, and the Executive Committee;
2. execute all written contracts of the Corporation;
3. be an authorized signatory on all orders for the disbursement of Corporation funds, as hereinafter specified;
4. make a report of the condition and progress of the Corporation at the Annual Meeting and exercise all powers usually exercised by a President of a not-for-profit corporation; and
5. be ex-officio a member of all committees.

SECTION 2. The Vice-Presidents shall assist the President, and perform such executive and administrative duties as they are assigned by the President. A Vice-President so designated by the President shall

perform the President's duties, as Acting President, in the event of the temporary absence or inability of the President to act for any reason. In the absence of such designation, the Vice-President with the most seniority of service as a Vice-President shall serve as Acting President unless and until the Board of Managers determines to select another Acting President from amongst the Vice Presidents. If no Vice-President is willing or able to serve, the Board of Managers may select a member of the Board to serve. An Acting President shall serve until the President declares himself or herself able to resume service or until the end of the President's term, whichever comes first; except that if the Board of Managers declares the President to be disabled, replacement of the President may proceed in accordance with Article IV, Section 4 hereof.

SECTION 3. The Secretary shall:

1. keep complete and accurate records of all proceedings of the Corporation, the Board of Managers, and the Executive Committee;
2. when necessary, attest instruments in the name of the Corporation (as the President may also do);
3. when necessary, authenticate all acts and proceedings of the Corporation (as the President may also do);
4. have charge of all general correspondence between the Corporation and its members;
5. maintain a permanent file of all members; and
6. cause all required notices, including required notices of meetings, to be given to members of the Corporation, the Board of Managers, and the Executive Committee.

SECTION 4.

(a) The Treasurer shall:

1. collect such funds as the Board of Managers shall determine and shall deposit or invest the same in the name of the Corporation in such manner and form as the Board of Managers shall direct;

2. give receipt for monies received;
3. receive and approve all requests for the disbursement of Corporation funds and assure that disbursements are charged to the proper accounts
4. disburse Corporation funds as authorized, but only by checks signed by the Treasurer and the President; except that if either the President or the Treasurer or both are unavailable or expected to be unavailable when a check or checks are to be signed, checks may be signed by any two people from amongst the following group – the President, the Treasurer or the Authorized Alternate Signatories; at any time, the President may designate one or more Authorized Alternate Signatories, subject to such limitations or restrictions as the President elects to impose; the Authorized Alternate Signatories shall be selected only from amongst the Vice-Presidents, the Secretary and the Past Presidents; the President’s designation of Authorized Alternate Signatories, and the limitations or restrictions the President imposes upon each, shall be in a writing, and the President shall cause the writing to be filed with the Secretary;
5. keep accurate accounts of all monies received, deposited and expended in accordance with generally acceptable accounting principles, and deliver the books of account to the successor at the end of the Treasurer’s term of office; and
6. issue annual reports to the Board of Managers for approval, and make the books of account available for inspection by any member of the Corporation at all reasonable times.
 - (b) The Treasurer shall be Chairperson of the Committee on the Budget.
 - (c) The Treasurer shall furnish, at the Corporation’s expense, a fiduciary bond in an amount and from a company satisfactory to the Board of Managers, if so requested.

SECTION 6. The Historian shall:

1. have custody of the Charter of the Corporation and all other books, documents, records, items and articles now owned by the Corporation or which shall be acquired by it;
2. except to the extent that it might degrade, devalue or deface an item, or that it might otherwise, in the opinion of the Historian, be inappropriate, mark each item "Property of the Associated Alumni of the Central High School of Philadelphia" and keep it in such place or places as the Board of Managers shall direct;
3. maintain an index of all archives;
4. permit any member of the Corporation to inspect such archives at any reasonable time.
5. assemble all facts, papers, books, documents, and records of any significance pertaining to the Central High School of Philadelphia, its establishment, its past and present management, curriculum, officers, faculty, students and graduates;
6. endeavor to obtain a catalogue or year book of every class; and
7. from time to time present to the Board of Managers a written report or paper upon any subject, person or event of worthwhile interest regarding the school or its history.

ARTICLE VI - Corporation Meetings

SECTION 1. The Corporation shall hold at least one regular meeting each year, which shall be designated the Annual Meeting. The date, time and place for any and all corporate meetings shall be designated by the President. Notice thereof shall be provided to all members at least twenty-one (21) days prior to the meeting.

SECTION 2. The business of the Annual Meeting shall include:

1. Report of the President.

2. Election of Officers and Managers.

3. Such other business of the Corporation as is determined by the President.

SECTION 3. Special meetings of the Corporation may be called by the President. Special meetings of the Corporation shall be called by the President at the written request of twenty-five (25) members of the Corporation, no more than five (5) of whom shall be members of the same graduating class, or at the written request of ten (10) members of the Board of Managers. Notice of a special meeting shall be given to all members of the Corporation at least twenty-one (21) days prior thereto, and shall specify the purpose of the meeting. No business shall be transacted at a special meeting other than that specified in the notice.

SECTION 4. Twenty-five (25) members of record shall constitute a quorum for the transaction of business at any meeting of the Corporation.

ARTICLE VII - Board of Managers and Executive Committee

SECTION 1. The Board of Managers shall be composed of the following:

(a) Twenty-four elected members of record of the Corporation, eight (8) of whom shall be elected for the regular term of three years at each Annual Meeting. No more than three (3) members of the same class, exclusive of Past Presidents and Honorary Life Members, shall be permitted to serve at one time;

(b) The officers of the Corporation;

(c) All past presidents of the Corporation; and

(d) Four (4) students of the Central High School, consisting of the president of the Student Association, president of the senior class, president of the junior class and editor of the *Centralizer*, or its successor student newspaper.

SECTION 2. Members or former members of the Board of Managers who have served at least three (3) full terms may be elected to honorary life membership on the Board, and may participate in Board meetings and activities as full voting members of the Board.

SECTION 3. The officers of the Corporation shall be the officers of the Board of Managers.

SECTION 4. If a vacancy shall occur on the Board of Managers for any reason, it may be filled for the balance of the unexpired term by a majority vote of the remaining members of the Board present at any regular or special meeting thereof, provided that notice of such election shall be included in the notice of the meeting.

SECTION 5. Any member of the Board of Managers may be suspended or removed for cause by a two-thirds vote of the remaining members of the Board. Any member of the Board who is the subject of a motion to suspend or remove from the Board shall receive a minimum of ten (10) days' notice in writing of the proposed action. The member in question, at his/her election, shall be permitted to respond to the proposed suspension/removal in person at the Board meeting at which such action is being considered and/or in writing.

SECTION 6. The Board of Managers shall hold no less than four regular meetings each fiscal year, the date, time and place to be set by the President. Notice of a meeting of the Board of Managers shall be given to all Board members at least (10) days prior thereto.

SECTION 7. Special meetings of the Board of Managers shall be called by the President or upon the written request of ten (10) members of the Board addressed to the President. Notice of a special meeting of the Board of Managers shall be given to all Board members at least (10) days prior thereto, and shall specify the purpose of the meeting. No business shall be transacted at a special meeting other than that specified in the notice.

SECTION 8. Except as otherwise indicated in these By-laws, the Board of Managers shall only take actions at regular and special meetings, and such actions shall be taken only by the vote of a majority of the Board members voting on any specific issue. Fifteen (15) voting members of the

Board shall constitute a quorum for the transaction of business at all meetings of the Board of Managers. Board members may participate in, and vote at, meetings by attending the meeting in person or by any other means authorized by the Board which reasonably enables the participating Board member who is not attending in person to hear and to be heard by all other participating Board members.

SECTION 9. The Board of Managers shall administer and shall have general supervision over the affairs, funds, and property of the Corporation, in furtherance of the purposes and policies set forth in the Charter and these By-Laws.

SECTION 10. The Board of Managers may appoint, prescribe the duties and fix the compensation of employees.

SECTION 11. The Board of Managers at its special organizational meeting shall appoint a certified public accountant as auditor to audit the books of account of the Corporation and to present an annual report thereof to the Board for approval.

SECTION 12. The President shall convene a special organizational meeting of the Board of Managers on or before August 15 each fiscal year. At such meeting, an Executive Committee shall be designated by the President, consisting of the President, all of the Vice-Presidents, the Secretary, the Treasurer, and up to four (4) additional members selected by the President from the Board, such additional members of the Executive Committee being subject to the approval of the Board of Managers.

SECTION 13. The Executive Committee shall meet at such times and places as the President shall direct.

SECTION 14. Between meetings of the Board of Managers, the Executive Committee shall have such powers as are specifically delegated from time to time by the Board of Managers; except that upon the written certification of the President that there exists a genuine urgency for action, and that it would be impractical under all of the circumstances to convene a meeting of the full Board of Managers to address the urgent matter, the Executive Committee shall be permitted to address the matter, to the same extent as, and exercising the powers of, the Board of Managers. The

President shall cause any such certification of urgency, as referenced in this section, to be filed with the Secretary.

SECTION 15. Six (6) members shall constitute a quorum for the transaction of business at all meetings of the Executive Committee.

SECTION 16. If a vacancy shall occur on the Executive Committee for any reason, it may be filled for the remainder of the fiscal year by appointment of the President, from amongst the members of, and subject to approval by, the Board of Managers.

ARTICLE VIII – Committees

SECTION 1. Except as otherwise specified in these By-laws, the Chairperson of each committee shall be appointed by the President at or prior to the organizational meeting of the Board of Managers. All other committee members shall also be appointed by the President. Each committee shall consist of not fewer than three (3) members. The Chairperson and all voting members of committees shall be members of record of the Corporation. The Committees are -

(a) Committee on Administration and Finance

It shall be the responsibility of the Committee on Administration and Finance to provide for the administration of all accounts and trusts in which the Corporation has an interest. Included in its duties are coordination with outside fiduciaries, and with the Committee on Investments and the Committee on Prizes and Scholarships.

(b) Committee on the Budget

It shall be the responsibility of the Committee on the Budget to present to the Board of Managers at its first regular meeting of the fiscal year a proposed budget for the Corporation for the ensuing fiscal year.

(c) Committee of Class Representatives

It shall be the responsibility of the Committee of Class Representatives to stimulate the interest of graduates in the school and in this organization. It

shall make such recommendations to the Board of Managers as it shall deem appropriate for the welfare of the school, the students and the Corporation. The Board of Managers shall advise the President as to appropriate criteria for selecting representatives from the alumni classes of the school to serve on the committee.

(d) Committee on Communications

It shall be the responsibility of the Committee on Communications to publish the *Alumni Journal*, the *Barnwell Handbook* and such other publications or media (text, audio, images, video) as may promote the interests and welfare of the Corporation or the school. The committee as well directs and manages website content and, where appropriate, utilizes social media to communicate with alumni.

(e) Committee on Development

It shall be the responsibility of the Committee on Development to identify specific projects for development, identify targets of fundraising activities, and to develop an action plan for securing funds, said plan to be approved by the Board of Managers. This committee is also responsible for ensuring the creation and maintenance of effective administrative systems to track and acknowledge pledges, gifts, donations, etc.

(f) Committee on the Hall of Fame

It shall be the responsibility of the Hall of Fame Committee to consider and evaluate alumni proposed for inclusion in the various halls of fame and report their findings to the Board of Managers.

(g) Committee on Information Management

It shall be the responsibility of the Committee on Information Management to support marketing strategy by leveraging the Corporation website. The committee is charged with defining and managing website processes for posting of news items and events; sending “blast” e-mails; fundraising campaigns; handling of user feedback and questions. Concomitant

responsibilities include the maintenance of data currency, integrity and privacy, and maintenance of the infrastructure.

(h) Committee on Investments

It shall be the responsibility of the Committee on Investments to set investment policies and objectives for each of the accounts/trusts/funds for which the Corporation has responsibility. Additional duties include the selection of investment advisors and the monitoring of their performance, and coordinating, where appropriate, with the Treasurer and the Administration and Finance Committee.

(i) Law Committee

It shall be the responsibility of the Law Committee to advise the President and the Board of Managers on all legal matters in which the Corporation may be involved, and to review or draft amendments to these By-Laws in accordance with the direction of the President or the Board of Managers.

(j) Marketing Committee

It shall be the responsibility of the Marketing Committee to develop strategies that encourage alumni involvement and investment in the mission of the Corporation. Responsibilities include crafting an AACHS brand, creating and communicating messages to stimulate interest and participation in the organization and its activities, and promoting financial support of the organization.

(k) Committee on Nominations and Elections

It shall be the responsibility of the Committee on Nominations and Elections to propose nominees for the various offices in the Corporation, and for membership on the Board of Managers, as more particularly set forth in Article IX of these By-Laws. It shall also have the responsibility, upon request of the President, to recommend nominees for vacancies in any of the offices or the Board of Managers occurring during any fiscal year.

(l) Committee on Prizes and Scholarships

It shall be the responsibility of the Committee on Prizes and Scholarships to encourage individuals, classes and others to make gifts, bequests and devises and to establish trusts, endowments and foundations for the benefit of the school, its students and alumni. It shall also undertake an ongoing review and evaluation of all funds emanating from such sources, and shall, with the advice of the President and faculty of the school, determine the nature and recipients of awards, prizes and scholarships under the Corporation's control, and the individuals who shall announce or present them.

(m) Committee on School Standards and District Relations

It shall be the responsibility of the Committee on School Standards and District Relations to encourage and support the highest standards of scholarship and character among the students of the school, and of teaching at the school. It shall involve itself in consideration of the curriculum of the school, and shall advise the School District of Philadelphia in all matters affecting the welfare of the school, its students, and the public school system.

(n) Committee on Student Activities

It shall be the responsibility of the Committee on Student Activities to promote and advance all student activities at the school in cooperation with the President, faculty and students, and to recommend expenditures for that purpose.

SECTION 2. The President, with the approval of the Board of Managers, may combine or eliminate committees, modify the duties of committees, create additional committees and specify the tenure of committees.

SECTION 3. All committees shall meet no less than once a year. The time and place for committee meetings shall be at the discretion of the committee Chairperson. The Chairperson will also schedule committee meetings upon a written request of a majority of the members of the committee addressed to the Chairperson and to the President.

SECTION 4. Upon the direction of the President, a committee Chairperson shall present a report of the committee's activities to the Board of Managers.

ARTICLE IX - Nominations and Elections

SECTION 1. In each fiscal year, at least sixty (60) days before the Annual Meeting, the Committee on Nominations and Elections shall file with the Secretary its list of nominees for the offices prescribed in Article IV, Section 1, and for the members of the Board of Managers, as prescribed in Article VII, Section 1 (a). Such list shall be accompanied by the written consent of each nominee agreeing to serve if elected. The nominees shall be submitted to the Board of Managers for approval prior to the Annual Meeting.

SECTION 2. No less than ten (10) days prior to the Annual Meeting, the Secretary shall give reasonable notice to all members of the Corporation as to the list of nominees approved by the Board of Managers.

SECTION 3. In addition to the nominees of the Committee on Nominations and Elections who have been approved by the Board, any member of the Corporation having the necessary qualifications may be nominated for an officer position or for a seat on the Board of Managers, by petition signed by not fewer than twenty (20) members of record of the Corporation, no more than ten (10) of whom shall be members of the same graduating class. Such petitions must be filed with the Secretary at least fifteen (15) days before the Annual Meeting and must be accompanied by the written consents of the nominees agreeing to serve, if elected.

SECTION 4. Elections shall be held at the Annual Meeting. A candidate for a single elective office (i.e., a position to be occupied by one person, such as President, Secretary, Treasurer, or Historian) shall be required to receive a majority of the valid ballots cast in order to be elected. In the event that no candidate shall receive a majority on the first ballot, a runoff or runoffs shall be held between the two highest vote getters until one candidate receives a majority. In elections for the multiple Vice-President positions or for the Board of Managers, the candidates receiving the largest number of votes shall be considered elected, whether or not that number shall constitute a majority.

SECTION 5. There shall be no nominations from the floor at the Annual Meeting.

SECTION 6. In the event of an election contest for any office, voting for such office shall be held by secret written ballot, and each candidate shall have the right to have one observer participate in the supervision of the election and the counting of the ballots. The procedures for conducting contested elections will be subject to such regulations as may be promulgated by the Committee on Nominations and Elections and approved by the Board of Managers.

SECTION 7. In any matter requiring a vote of Corporation members under these By-laws, such as amendment of the By-laws (Article XII) and elections at the Annual Meeting of Officers and members of the Board of Managers (Article VI, Section 2.2 and Article IX, Section 4), except as otherwise specifically stated in these By-laws, only members of record of the Corporation shall be permitted to vote.

ARTICLE X - Consolidated Fund of the Corporation

Except to the extent that it is impermissible because of restrictions upon funds of the Corporation imposed by donors or by other controlling authority, all permanent funds of the Corporation shall constitute the Consolidated Fund. For purposes of administration and accounting, the Consolidated Fund shall be divided into, and maintained as, such separate sub-accounts as the President and Treasurer recommend, subject to the consent of the Board of Managers.

ARTICLE XI - Fiscal Year

The fiscal year of the Corporation shall commence on July 1 of each year.

ARTICLE XII - Amendments to the By-Laws

These By-Laws may be altered, amended, or repealed by a majority vote of the members of the Corporation present and voting at any regular or special meeting thereof, provided that the proposed changes shall have been approved by the Board of Managers, and provided that the notice of the meeting shall state that a vote is to be taken on the proposed

amendments and that a full text thereof shall be made reasonably available to any member whose request is received by the Secretary at least five days prior to the meeting.

ARTICLE XIII - Notices

Except as otherwise specified in these By-laws, whenever notice is required to be given to members of the Board of Managers, to members of the Executive Committee or to members of the Corporation generally, such notice shall be in writing and shall be given in any manner which, under all of the circumstances, is reasonably calculated to reach the intended recipients. Notices to the members of the Board of Managers or to members of the Executive Committee shall be deemed sufficient if sent to the last known email addresses for those members. Notices to the members of the Corporation generally shall be deemed sufficient if published in the *Alumni Journal* or a similar publication, if posted on the alumni website or if sent to the last known email addresses for those members for whom the Corporation has email addresses.

Adopted at an Annual Meeting on June 19, 1974
Reaffirmed at an Annual Meeting on June 5, 1975
Amended June, 2005
Amended at an Annual Meeting on June 6, 2017