

**Concordia Lutheran High School Alumni Association, Inc.
Fort Wayne, Indiana**

BYLAWS

ARTICLE 1- Purpose

The purpose for which the Association is formed is exclusively for educational And religious purposes, including, but without being limited to the following:

- (a) Promoting information among alumni of Concordia Lutheran High School, Fort Wayne, In., about the activities of Concordia Lutheran High School:
- (b) Retaining contact with alumni of Concordia Lutheran High School, Fort Wayne, IN., for the purpose of advising them of the activities of the high school and soliciting their support.
- (c) To promote intercommunications and retention of contact among alumni and with administration of Concordia Lutheran High School through a regular program of class reunions and through the development of alumni groups.

But, notwithstanding the foregoing specific purpose, no activity will be conducted that does not fall within the general purposes first above stated.

- 1. No part of the net earnings of the Association will inure to the benefit of any private shareholder or individual.
- 2. No substantial part of the activities of the Association will consist of carrying on propaganda or otherwise attempting to influence legislation, nor will be the Association participates in or intervene in any political campaign for any candidate for public office.
- 3. The Association will not engage in any prohibited transition within the meaning of the Internal Revenue Code of 1954.

ARTICLE II – CORPORATE OFFICE

The principal office of the corporation on the State of Indiana will be located with in the City of Fort Wayne, County of Allen.

ARTICLE III-MEMBERS OF THE ALUMNI ASSOCIATION

Section 1 - Classes. There will be classes of members, Honorary Members and Graduate Members and Friends of Concordia Members. Each member will have the same rights as every other member. Each person who has been and hereafter graduated from Concordia Lutheran High School, Fort Wayne, Indiana will be a Graduate Member, and each person selected by the Board of Directors as such will be an Honorary Member. Family and friends of a graduate that wishes to support Concordia Lutheran High School will be a Friends of Concordia Member.

Section 2 - Rights, Preferences, Limitations and Restrictions of Classes. All Members of all classes will have the rights provided by the laws of the State of Indiana.

Section 3 - Voting Rights of Classes. A Graduate or Honorary member as defined in section 1 above who is in good standing as of the date of the Annual Meeting will have one vote at the Annual Meeting. For a member to be in good-standing, the member will have paid dues during the fiscal year by the date for the Annual Meeting as are assessed from time to time by the Board of Directors.

ARTICLE IV-FISCAL YEAR

The fiscal year of the Association will be from July 1 to June 30 of each Calendar year.

ARTICLE V- ANNUAL DUES

Dues of the Association will be set by the Board of Directors and will be reviewed every two years.

ARTICLE VI- MEETINGS OF MEMBERS

Section 1- Annual Meetings. An annual meeting of members will be held in the principal office of the Association in Fort Wayne, Indiana., on the third Tuesday of October.

Section 2- Special Meetings. Special meeting of the members may be called by the President or Majority of the Board of Directors or by (25) twenty - five members in good standing.

Section 3- Notice of Meetings. Written or printed notices stating the place, date and hour of any meeting of members will be delivered either personally, by mail or by email and posted on website to each member entitled to vote at such meeting, not less than ten (10) or more than ninety (90) days before the day of such meeting, or by the direction of the President, or Secretary, or the officers or

persons calling the meeting. In case of a special meeting, or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called will be stated in the notice. If mailed, the notice of the meeting will be deemed to be delivered when deposited in the United States Mail, addressed to the member at his/her address as it appears on the records of the corporation with postage there on prepaid.

Section 4- Quorum. A minimum of six (6) members in good standing and present in person or by proxy shall constitute a quorum at a meeting of the members.

ARTICLE VII-OFFICERS OF THE ASSOCIATION

Section 1- Officers. The officers of the Association will be a President Secretary and Treasurer.

Section 2 – Election and term of Office.—The board of Directors may nominate candidates for the elected offices of President, Secretary and or Treasurer of the Association for terms of office to commence at the expiration of the incumbent office holder’s term. This will occur at a regularly scheduled meeting of the Board, following the Association’s annual meeting. The slate of nominations will be held for (90) ninety days with an election being held within the (4th) fourth quarter of the fiscal year.

The candidates receiving the greatest number of votes in the election for the respective offices should be deemed elected to said offices.

No elected officer may serve more than three consecutive completed terms in any one office. The terms of President, Secretary and Treasurer will be for a two-year term, elected biannually.

Vacancies created in any elected office are to be filled by majority vote of the Board of Directors for the period until a successor will be duly qualified for installation through regularly scheduled election by the Board of Directors.

ARTICLE VIII – DUTIES AND POWERS OF OFFICERS

Section 1 – President The President will be the chief executive officer of the Association, As such the President will be responsible for the preparation of the program, which is to be used in guiding the operations of the Association during each term of office. The President will be responsible for directing and coordinating the activities and work of all elected officers of the Association, and the staff of the Association during each term of office.

Section 2- Secretary This officer will be the Historian of the Association, and will be custodian of the corporation records. The Secretary will keep the minutes of the Association, The Board of Directors and the advisory committee(s), in one or more books provided for the purpose; cause to be given proper notices by these Bylaws, or law; and perform all other duties incident to the office of Secretary.

Section 3-Treasurer This office will be custodian of all funds of the Association. All such funds to be deposited promptly in one or more bank accounts, as determined and directed by the Board of Directors, and will make disbursements as have been properly authorized by the Board of Directors or the President.

The Treasurer will keep complete records by the laws of the State of Indiana with regard to 5013c. This will included but not limited to, bank statements, reconciliations of said statements, reports of scholarship monies, certificates of deposit and keep all receipts and disbursements, and will make regular interim reports to the Board of Directors, and an annual report to the Association.

~~The Treasurer will be compensated for their duties; compensation will be set by the Board of Directors and reviewed annually for vote.~~

Section 4 – Execution of Documents Unless otherwise provided by the Board of Directors, all contracts, leases, commercial paper, bonds, deeds, mortgages, certifications of memberships and (without being limited by the foregoing) any other instruments in writing will be signed by the President and attended by the secretary or the treasurer.

Section 5 – Loans to Officers No loan of money or property will be made to any officer of The Board of Director of the Association.

Section 6 – General Responsibility of Officers All officers will be develop and implement programs within their assigned areas to fulfill the purpose of the Association.

The programs will be approved and reviewed by the Board of Directors and President, who will keep voting Members informed about programs. Each officer will appoint persons from among members to serve with them as required from time to time. Such appointments will be approved by the Board of Directors.

ARTICLE IX – BOARD OF DIRECTORS

Section 1- Number and Elections of Directors Pursuant to provisions of the articles of Incorporation for the indefinite number of directors, until further amended, the Board of Directors will consist of six (6) to fourteen (14) members to be elected by the members in good standing of the Association. At this

meeting, the voting members of the Association will elect its directors on a staggered yearly basis to be elected annually for three- one year terms.

The Board of Directors in the (4th) fourth quarter of the fiscal year will elect the officers of the Association in conformity with Article VII, Section 2. In the case of a vacancy the directors will elect an individual to complete the unexpired term of the director until that specific term expires. Such nomination will be approved by a majority of the Board of Directors.

Section 2- Contracts The Board of Directors may authorize any officer or officers, authorized by the Bylaws, to enter any such authority which may be general or confined to a specific instance.

Section 3-Gifts The Board of Directors will encourage and accept for the Association, any contributions, gifts, bequests, or devices for the general purpose of the Association.

Section 4 – Meetings

- A. Regular Meetings.** The board will hold regular meetings, with ten (10) days prior written notice of said meeting, to be quarterly with the annual meeting to be held on the third Tuesday of October. For the purpose, including, but not exclusively, to conduct elections of officers of the Association of appropriate terms of the succeeding year, as herein set forth.
- B. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any (2) two Board of Directors.
- C. Notice.** Notice of any special meeting of the Board of Directors will be given at least ten (10) days previous there to by written notice delivered personally, sent by mail or by email to each director at his/her address as shown on the records of the Association. The meeting will also be posted to the website.
- D. Quorum.** A majority of the number of the Board of Directors prescribed by the Bylaws, from time to time, will constitute a quorum for the transaction of business at any meeting of the Board.
- E. Executive Committee.** The executive committee will be operating arm of the board of directors and the Association, and will have concurrent jurisdiction with the Board of Directors and other powers afforded the committee by the board of Directors, It will consist of the following members of the Association:

President of the Association~~s~~
Secretary of the Association~~s~~
Treasurer of the Association~~s~~

The committee will meet at the request of any member of a said committee. The only notice necessary will be determined by the members of said committee. The Board of Directors may at its discretion, give such notice as it feels necessary of the meetings of a said committee. Special meetings of the advisory committee may be called by or at the request of the president and any of the two members of the Advisory committee. Notice of any special meeting of the advisory committee will be given ten (10) days previously there by written notice delivered personally, by mail or email to each member of the committee at his/her address as shown by the records for the Association. A majority of the advisory committee will constitute a quorum for transaction of business at any meeting of the committee.

The executive committee will not have the authority to:

- (a) amend the articles of incorporation;
- (b) adopt an agreement of plan of merger or consolidation
- (c) propose the sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the Association's fixed assets for terminating and winding up or changing the nature of its business.
- (d) recommended to members a voluntary dissolution of the Association or a revocation thereof:
- (e) amend these Bylaws.

The designation of such executive committee and the delegation thereto of authority will not operate to relieve the Board of Directors or any member thereof any responsibility imposed on it to them by law.

F. Activities – The association shall not engage in any activity for the purpose of or resulting in private profit of any of its members, president or officers, or any other person; but any member, president or officers or employee may receive a fair reasonable compensation for services actually rendered to ~~or~~ benefit the Association by them in such capacity.

No part of the activities of the Association will consist of or include, directly or indirectly the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association will not participate in or intervene in any political campaign for any candidate for public office.

ARTICLE XII- AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adapted by majority of all the Directors if a ten (10) days written notice is given of intention to alter, amend or repeal, or to adopt new Bylaws.

Revised & approved 5-09