

By-Laws of the U.S. Grant High School of Portland, Oregon Alumni Association

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Article 1 Name

The name of this nonprofit public benefit corporation organized and operated under State of Oregon laws, rules, and regulation (as well as any federal or other local jurisdiction) is the U.S. (also known as the Ulysses Simpson) Grant High School of Portland, Oregon Alumni Association, hereinafter referred to as the Association.

Article 2 Purposes

The Association is organized and shall be operated for all allowable and appropriate alumni association purposes, including charitable, educational, and related social purposes. The Association may exercise all of the rights and powers given to a non-profit public benefit corporation under State of Oregon laws, along with those other federal and local rules and regulations. Also, the Association may raise and disburse funds for the benefit of U.S. Grant High School, its alumni and families, Association member, faculty, staff, students, and the Grant community.

The Association shall in all its undertakings serve, further advance the benefit of, and positively affirm the above and the Association mission. This association shall likewise affirm and uplift the U.S. Grant High School current mission statement: to graduate students able to excel in both the workplace and higher education with an enduring love for learning and ready to contribute as citizens of diverse communities.

Article 3 Association Membership

All regular members of the Association shall be graduates of U.S. Grant High School. Associate membership may be permitted to those who attended (but were not necessarily graduated) as well as for special purposes.

Article 4 Duties of the Board of Directors

All corporate powers of the Association shall be exercised by or under the authority of the Board of Directors and its Officers. Likewise, the Association business and affairs

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shall be managed by or under the direction of the Board of Directors and its Officers. The number of Directors (in addition to its officers who are Board Members) shall be as many as 18. Directors and officers shall regularly be elected annually by the members to one-year terms; officers are elected by members who are also directors. A director or officer may serve any number terms. Directors and officers shall have attended U.S. Grant High School and be an Alumni Association member.

Article 5 Annual Meeting

An annual meeting for all current members, including officers and the Board of Directors, shall be held at a time fixed by resolution. All such members shall be notified of such meeting at least 30 days prior to the meeting date. Business at the meeting shall include the election for vacancies to the Board of Directors by the general membership. The place for the annual meeting shall be within the Portland metropolitan area. To qualify as a current member, association dues must be current as determined by the Treasurer or Secretary.

Article 6 Other Meetings

The Officers and Board of Directors shall provide through regular motion the time and place for holding regular meetings. Special meetings for the Officers and Board of Directors may be called by or at the request of the President, or by any of the Directors or Officers then in office. Any meeting for the Board of Directors and the Officers may be held at any proper, appropriate place, in or out of Oregon.

Article 7 Notice

Notice of the date, time, and place of a regular or special meeting for the Board of Directors and/or for the Officers shall be given at least five days before. Notice may be oral, written, or email. A notice shall be sufficient if actually received by (or on behalf of) the director or officers at the required time or if mailed, with postage paid by first class mail to the director or officer at the known business or home address. Notice of any meeting shall describe its purposes.

Article 8 Quorum

A majority of the number of Directors currently serving shall constitute a quorum for transaction of business at any meeting.

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Article 9 Vacancies

Any Board of Director or Officer vacancy may be filled by Board majority vote or election. No new Director or Officer may serve or take office until a vacancy occurs.

Article 10 Resignation

Any Officer or Director may resign by delivering written notice to the Board of the President.

Article 11 Removal

Any Officer or Director may be removed by a two-thirds vote of the directors then in office.

Article 12 Committees

The Board of Directors shall create and administer committees, and appoint committee chairs and members. Each committee shall have two or more members. A Committee may not take any action that is prohibited by the Board or by the State of Oregon, Federal, or local laws, rules, and regulations. Committee actions, decision, and implementations must be ratified by the Board.

Article 13 Officers

The officers of the corporation and this association shall be a President, Vice President, Secretary, Treasurer, and Registered Agent, all elected by the Board of Directors. The Officers shall exercise authority for management of the corporation, in coordination and communication with Board.

The President shall be chief executive officer for the Association and its corporation, responsible for general operation in coordination and communication with the Officers and Board. The President (or an appointed officer) is to preside at all meetings.

The Vice President shall preside at board meetings in the absence of the President, and perform other duties as assigned by the President. Another Officer as designated by the Vice President shall preside at a meeting in his absence.

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The Secretary shall record and keep minutes of the Annual, Board, and Officer meetings, and send required meeting notices.

The Treasurer shall have charge and custody of the financial books and be responsible for any securities or other monies, safeguarding the depositing of all Association funds. If required by the Board, the Treasurer shall be bonded at Association expense in such sum and with such surety or sureties as the Board determines.

The Registered Agent shall assure respect, regard, and conformance to By-Laws and accomplishment of conformance to all other related laws, rules and regulations by the Association; shall serve to assure parliamentary procedure within Roberts Rules of Order Newly Revised and with Standing rules of Order matters; and shall administrate completion, submission, and oversight of all required incorporation, by-laws and other Association forms, reports, creations, reformations, and of an annual audit approved by the Board.

These and any other officers, as well as any assistant officers, shall be elected by the Board at its Annual Meeting or at any other regular or special meeting. All Service is voluntary without remuneration.

Article 14 Conduct

The Association, Board of Directors, its Officers, Members, and all who participate in any manner at its meetings, other activities, events, efforts, and endeavors shall act in conduct properly and appropriately, as assessed by the Board.

Article 15 Additional Appointments

At any proper meeting, the Board may create and elect any other officers, assistant officers, and agents it deems necessary or appropriate. Any two or more offices may be held by the same person.

Article 16 Amendment

These Association By-Laws may be amended or repealed; new By-Laws and any Standing Rules may be adopted or readopted by the Board at any regular or special meeting, providing such action occurs completely during two consecutive board

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meeting operation under a quorum.

Article 17 Dues

Association membership shall be made up of those Regular and Associate member who have paid current annual dues as set and changed by the Board.

Article 18 Nondiscrimination

Association members, directors, and officers shall be chosen and treated without discrimination.

Article 19 Ex-Officio Board Participants

The U.S Grant High School Principal, her designee, shall be an ex-officio non-voting member of the Board. Likewise, a representative from each of the Grant High School Booster, Foundation, and Parent-Teacher Association groups, along with a student and a teacher (as well as any other board-approved person) shall be ex-officio non-voting board members.

Article 20 501(c)

Regarding Section 501(c)(3) filings for the Internal Revenue Service, the purposes for which this Association was organized and is operated, as well as all Association actions shall conform fully to 501(c)(3), as well as its request for exclusivity, including for any related scientific purposes and actions. Corresponding sections of any future federal tax code shall likewise be respected, regarded, and conformed to by the Association.

No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Purpose cause hereof. No substantial part of the purposes of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this, the Association shall not carry on any other activities not permitted to be carried on by any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code,

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corresponding section of any further federal tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon any dissolution of the Association, assets shall be distributed in accordance with its incorporation, so that U.S. Grant High School may accomplish (as intended by the Association) similar purposes.

Article 21 Mailing Address

The mailing address of this Association shall be Grant Alumni Association P.O. Box 13291, Portland, Oregon 97213, or (even in addition) any other approved by the Board.