

**BY-LAWS OF
THE NEWFANE ALUMNI ASSOCIATION, INC.**

March 4, 2021

Article I – Name

- 1.01** The name of the association shall be “Newfane Alumni Association, Inc.” hereafter referred to as “Newfane Alumni Association,” or “NAA,” or “the Association.”
- 1.02** Location and Mailing Address. The office of the Association shall be located in Niagara County, State of New York. The post office address is Newfane Alumni Association, 6273 Charlotteville Road, Newfane, NY 14108.

Article II – Purpose

- 2.01** The purpose of the Newfane Alumni Association is to benefit the Newfane School District and its students. The Association will create a partnership that encourages involvement, strengthens loyalty, and serves the current and future needs of the School and Alumni.
- 2.02** To encourage and cultivate communication, social activity, and good fellowship among Alumni.
- 2.03** Newfane School District and its students will benefit from fundraising efforts from the Association. Alumni raised funds will be used to establish scholarships and other student-based initiatives. Decisions regarding the allocation of Alumni funds will be made by the Association based upon input from the school’s students, staff, administrators and/or parents. In addition to monetary support for the school, the Association and its members will also lend their time and expertise to advise and assist students in the achievement of their academic goals.
- 2.04** Dissolution and Distribution of Assets. All Association assets are for the purpose of promoting the welfare of the school and its alumni, and will not be used for any other purpose.

Article III – Membership

- 3.01** **Membership shall include the following types: Active and Honorary. Admission to membership in the Association is made without regard to race, color, creed, gender, sexual orientation or national origin.**
- A. Active Members. Active membership shall include all former students of Newfane High School. All current and past teachers and administrators of the school are eligible for membership as Active Members.**
- B. Honorary Members. Honorary members shall include Persons of Distinction who are approved by the Board. Honorary members shall enjoy all the rights and privileges of Active Members.**
- 3.02** **Dues must be current to remain a member in good standing.**

Article IV – Meetings

- 4.01** **An Annual Meeting of the members of the Association shall be held in August at a date and time to be fixed by the Board of Directors. Notice of the annual meeting shall be given by email, U.S. Postal Service or in the Association’s official publication, no fewer than seven days before the date of said meeting.**
- 4.02** **Special Meetings may be called by the President or by order of the Board of Directors at any time, provided that reasonable notice thereof shall be emailed or mailed to each member, stating the object of and the business to be transacted at said Special Meeting.**
- 4.03** **Voting on Association business transactions and all matters related to the Association may be conducted by Members in good standing. Members must be present or they must notify the Board of any reasonable conflicts which may result in their absence during the scheduled voting period. Notification must be in writing through email or mail to the Association President. Upon notification, the President has 24 hours to acknowledge the absence in a written response through email or mail, and it is the duty of the absent member(s) to adhere to the requirements in Section 4.05 of the bylaws.**
- 4.04** **Fifteen members shall constitute a quorum at any Annual or Special Meeting.**
- 4.05** **Participation without Physical Presence. If necessary, to reach a quorum, at the direction of the President, any one or more Directors or members of any Committee may participate in a meeting by means of a conference telephone,**

Zoom Meeting or Google Meet, or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Article V – Board of Directors

- 5.01 The Board of Directors shall consist of at least ten members of the Association who shall be elected by the members. The Officers consist of the President, First Vice President, Second Vice President, Secretary, and Treasurer who shall be elected by the Board of Directors and the immediate Past- President of the Association. The term of office of a member of the board of Directors (excluding the Officers) shall be three (3) years, to commence following the annual meeting at which the member was elected and to expire three (3) years thereafter. Four Officers shall be elected each year, at the annual meeting. The immediate Past- President's term on the Board of Directors shall run for one year immediately after he or she serves as President of the Association.**
- 5.02 Each year five candidates for election for the Board of Directors shall be selected by the Nominating Committee consisting of three members of the Association appointed for such purpose by the President. The names of the nominees selected by the Nominating Committee shall be furnished to the Officers and Directors of the Association prior to the annual meeting. Nominations from the floor will be accepted at the annual meeting.**
- 5.03 The Board of Directors of the Association shall hold an annual meeting in the month of June, at a time and date to be designated by the President of the Association. Special meetings of the Board of Directors shall be held at the call of the President. A minimum of seven days written' notice shall be given to the members of the Board of Directors as to both the Annual Meeting and Special Meeting.**
- 5.04 Seven members of the Board of Directors shall constitute a quorum.**
- 5.05 The Board of Directors shall make appropriations for specific purposes, direct all expenditures, audit the accounts of the Treasurer, interpret the Bylaws of the Association and have general supervision and conduct of the affairs of the Association.**
- 5.06 Any Director may be removed for cause by the President, at his or her discretion, upon notice to the Board of Directors, at a regular meeting of the Board. Any Director may call for a full vote of the Board on the question of said removal, in which event there will be no removal unless a majority of Directors present shall vote for such removal. If no member calls for a vote,**

the President's decision shall be final. Absence from three (3) consecutive meetings without an excused absence or failure to attend 50% of all meetings of the Board of Directors in a fiscal year shall constitute cause for removal.

- 5.07 Vacancies on the Board of Directors shall be filled by election by a majority vote of the remaining Directors present at any meeting of the Board, upon nomination by the Nominating Committee. Any Director so elected shall hold office for the unexpired term of the former Director.**

Article VI – Officers

- 6.01 The Officers of the Association and the Board of Directors are one in the same, consisting of a President, First Vice President, Second Vice President, a Secretary, and a Treasurer.**
- 6.02 The terms of office for each officer shall be for one year and shall commence at an election following the annual membership meeting in September, and shall expire one year thereafter at the next annual membership meeting.**
- 6.03 All of the officers, except the President, shall be elected by the Board of Directors following the annual membership meeting in August. At the Annual Membership Meeting following their election to such office, the First Vice President shall automatically ascend to the office of the President and the Second Vice President shall automatically ascend to the office of the First Vice President.**
- 6.04 When an office shall become vacant for any reason, it shall be filled by an appointment by the Board of Directors, and the appointee shall hold office for the unfinished term.**
- 6.05 It shall be the duty of the President to preside at all meetings of the Association and of the Board of Directors. He or she shall be an ex officio member of all committees and perform such other duties as pertain to the office of President.**
- 6.06 It shall be the duty of the First Vice President to assume the duties of the President in the case of his or her absence. It shall also be the duty of the Vice-President(s) to assist the President in the performance of the duties of his office as he or she may request.**
- 6.07 It shall be the duty of the Secretary to record the minutes of all**

meetings of the Association and of the Board of Directors and give reasonable notice to members of the Association and Board of Directors respectively of all meetings minutes. He or she shall conduct the correspondence and keep all records of the Association. Any correspondence to outside entities shall be first reviewed and approved by the publicity subcommittee.

- 6.08** It shall be the duty of the Treasurer to collect all dues and keep an accurate account of the financial transactions of the Association. He or she shall deposit all funds in such bank or other depository as may be designated by the Board of Directors. At the annual meeting of the Board of Directors and whenever required by the Board of Directors, he or she shall report on the finances of the Association and shall perform such other duties as may be prescribed by the Board of Directors.

Article VII – Standing Committees

- 7.01** Membership and Chairmanship of Standing Committees and Special Committees shall be designated by the President with the advice of the Board of Directors.

Article VIII – Amendments

- 8.01** These Bylaws may be amended at any meeting of the Association, at which a quorum is present, by a two-thirds vote of the Members present. Notice of proposed amendments shall be contained in the notice of any such meeting.

Article IX – Finances

- 9.01** Fiscal Year. The Fiscal Year of the Association shall begin on the 1st day of July in each year, and end on the 30th day of June of the following year.
- 9.02** An audit will be conducted as required per Internal Revenue Service Requirements.
- 9.03** In the event of dissolution of the Association, the Board of Directors shall direct the officers of the Association, after paying or making provision for payment of all liabilities of the Association, to distribute the remaining assets of the organization to the Newfane Central School District or other approved entity organized for similar exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Article X – Initial Board and Officers

- 10.01** **The initial Officers and Board of Directors of this Association shall serve until the first annual meeting. Any term limit imposed herein shall not apply to said Initial Directors and Officers.**

Article XI – Miscellaneous

- 11.01** **Conflict of Interest. A Director or Officer of the Association shall disclose a conflict of interest by notifying the President in writing, with respect to the matter, prior to voting or entering into a contract or other arrangement that could be prejudicial to the Association. The Board of Directors shall have the authority to regulate conflicts of interest between a Director or Officer and the Association and between other members of the Association.**

- 11.02** **Parliamentary Procedure. The proceedings of the Association meetings shall be governed by and conducted according to the latest edition of Robert's Rules of Order.**

Adopted:

