

CONSTITUTION AND BY-LAWS

PEABODY HIGH SCHOOL
NATIONAL ALUMNI ASSOCIATION, INC.

Revised 7/2011

TABLE OF CONTENTS

	Pages
PREAMBLE	iii
Constitution	
Name	
Purpose	
Membership.....	1-2
Organization	
Officers	
Meetings.....	2-3
Board of Directors- Executive Committee	
Committees.....	3-4
Amendment Revision	
Nomination and Elections	
Dissolution.....	4-5
By-Laws	
Membership	
Organization.....	6-7
Qualifications and Duties of Officers.....	7-8-9
Nominations and Elections Committee	
Procedures for Elections.....	9-10
Board of Directors/Executive Committee	
Committees.....	10-11-12
Amendments and Revisions	12

PREAMBLE

We are organized for the mutual benefit and encouragement of Peabody High School Alumni, and to encourage continued interest in the Peabody Middle School. As a collective expression of gratitude towards Peabody High School, we form ourselves into this association so that our work and dedication will strengthen and support our Alma Mater, ensuring that it remains a viable landmark, and that memories of our school life will be kept alive. In addition, we will support alumni involvement in student service functions of the middle school; providing expertise and opportunities to current and prospective students.

CONSTITUTION

Article I. NAME

The name of this Corporation is the Peabody High School National Alumni Association, Inc. (PHSNAA)

Article II. PURPOSE

1. This organization is organized exclusively for charitable, educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501©3 of the Internal Revenue Code, or corresponding section of any future federal tax code.
2. This organization is also organized to promote Peabody High School (PHS) and its alumni by:
 - A. Acting as a unifying agency in the Tri-cities area, dedicated to servicing PHS and Peabody Middle School.
 - B. Promoting professional growth and rewarding outstanding Peabodians.
 - C. Encouraging and maintaining a friendly relationship among alumni, faculty, staff, and non-faculty PHS personnel.
 - D. Stimulating and maintaining a spirit of loyalty, love and pride for our Alma Mater.
 - E. Organizing and mobilizing the collective strength of the alumni for the purpose of keeping Peabody's legacy alive.
 - F. Assisting with maintaining the Peabody Middle School, Peabody Building and Giles B. Cooke buildings.

Article III. MEMBERSHIP

Section 1 There shall be three classes of membership as follows:

ACTIVE – those individuals who attended PHS and who pay annual dues to the Association directly (or through a class chapter).

INACTIVE – those individuals who attended PHS, but are not presently engaged in activities in support of the Association.

HONORARY – those individuals upon whose membership is conferred by the PHSNAA.

- Section 2. Membership in the PHSNAA is open to any person who is interested in advancing the goals of the Association, and meets the requirements for membership as stated in Section 1.
- Section 3. All members, with the exception of inactive members, shall be entitled to the services and publications of the PHSNAA.
- Section 4. All members, with the exception of inactive members, shall have the right to vote and serve on committees.
- Section 5. Only active members shall hold an elected office, be chairman of committees, or serve on committees.

Article IV. ORGANIZATION

- Section 1. There shall be local, class chapters, and/or geographically situated chapters. These chapters shall be organized in accordance with the By-Laws of the National Association.
- Section 2. The PHSNAA shall have representation on the Board of Directors from each of the local, class chapters, and/or geographically situated chapters.
- Section 3. The fiscal year of the Association shall be September 1 to August 31.

Article V. OFFICERS

- Section 1. The officers of the PHSNAA shall be: President, Vice President, Secretary, Financial Secretary, Treasurer, Membership Secretary, Chaplain, Historian and Sergeant-At-Arms. Duties shall be as described in the By-Laws of the Association (Article III, Sections 1-10).
- Section 2. All members shall have the right to submit names of nominees for a specific office to the Nominating Committee. All names of eligible nominees shall be placed on the ballot. Eligibility shall be described in the By-Laws (Article I, Sections 1-5).
- Section 3. The President and Executive Committee shall be elected by the active membership by secret ballot. The Executive Committee shall serve for a term of three years or until their successors are elected. Their term of office shall begin at the close of the annual meeting following receipt of ballots.
- Section 4. If a vacancy for the Office of President occurs, within an unexpired term, the Vice President shall complete the unexpired term. Upon the completion of the unexpired term, a special election will be called in keeping with Article IV, Section I of the By-Laws.

Section 5. Vacancies in offices other than President shall be filled for the unexpired term by the Executive Committee.

Article VI: MEETINGS

Section 1. The PHSNAA shall meet monthly at an appointed place and time designated by the Board of Directors.

Section 2. Special meetings may be called by the President and shall be called upon the written request of ten members of the Association.

Section 3. A quorum for a national meeting will be twenty-five members.

Article VII: BOARD OF DIRECTORS – EXECUTIVE COMMITTEE

There shall be a Board of Directors composed of twenty-four (24) members plus a Chairman (President), Immediate Past-President, and Registered Agent for the Association. The 1st term would include persons from even numbered graduating Classes, and the 2nd term would include persons from odd numbered graduating classes. The 3rd term would be a combination of even numbered graduating classes and odd numbered graduating classes.

Section 1. There shall be a Board of Directors composed of the elected officers of the Association. The Immediate Past-President shall serve as an ex-officio member of the Board.

Section 2. The term of elected Board members shall be three years. They may not exceed two consecutive terms.

Section 3. The Board shall meet semi-annually as agreed upon by the incumbent Board of Directors. Special meetings may be called by the President or by written request of one-third of the Board members.

Section 4. Eight (8) members shall constitute a quorum for a meeting of the Board of Directors

Article VIII. COMMITTEES

Section 1. Standing Committees shall be as follows:
Constitution and By-Laws
Finance and Budget
Nominating Committee
Fund Raising Committee
Membership Committee
Scholarship Committee
Public Relations Committee
Restoration Committee, and
others as deemed necessary.

Section 2. The President shall appoint the chairman of each committee with the exception of the Nomination Committee, and members of each committee shall serve for one term. They may be reappointed for a successive term.

Article IX. AMENDMENT REVISION

Section 1. The Board of Directors shall present amendments to the membership, class chapters or the Constitution and By-Laws Committee, or;

Section 2. The Board of Directors shall recommend or not recommend the amendment or revision. The Board shall arrive at a recommendation and submit the proposed amendment to the membership. The recommendation shall appear on the ballot within sixty days of its receipt.

Section 3. This Constitution may be amended at an annual meeting or by mailed ballots by two-thirds vote of the ballots cast by the membership. The proposed amendment or revision should be sent to the membership by the Board of Directors at least thirty days prior to the meeting or date of return.

Article X. NOMINATION AND ELECTIONS

Section 1. Nominations are to come from active alumni membership.

Section 2. The committee should meet at least one time before submitting the report to the Board.

Section 3. Submit the report of the committee to the Board, for approval, after which the nominations are considered closed.

Section 4. Procedure for elections shall be as follows:

There shall be a Nominating and Elections Committee appointed by the Board members, and the President shall name the chairperson from among the Board members.

Section 5. The duties of the committee shall be to: approve the wording of ballots relative to voting requirements, research background of candidates, and authorize the printing of ballots.

Article XI. DISSOLUTION

Section 1. Upon the dissolution of the organization, assets shall be distributed to another 501©3 organization for one or more exempt purposes within the meaning of section 501©3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

These Articles of Association were adopted on September 30, 2000.

These Articles of Association were revised June 28, 2011

BY-LAWS

Article I. MEMBERSHIP

- Section 1. The Board of Directors shall determine membership dues.
- Section 2. All active members shall pay membership dues directly to PHSNAA.
- Section 3. Honorary membership shall be conferred upon any person(s) by recommendation of a majority vote of the respective Association or Board of Directors, provided such person(s) has/have manifested an interest in and made a significant contribution to Peabody Middle School and/or PHSNAA.
- Section 4. Any dues-paying member, for whom the Alumni Association has a mailing address, shall be considered a qualified voter and is eligible to participate in elections.
- Section 5. To receive ballots, the Alumni must have their names and addresses on file with the National Alumni Office at least one month prior to the date of the ballot mailing or election. Chapters must submit a current roster of members at least one month before the mailings if the chapter wants to ensure all its local members receive ballots. As an alternative, the local members can elect to send their own addresses to the Association if prior mailings have not been received.

Article II. ORGANIZATION

- Section 1. There shall be at least five (5) prospective members in order to apply for a chapter.
- All applicants for organizing a local chapter shall be received from and returned to the National Association and/or class chapter representative. The PHSNAA Board of Directors must approve all applications.
- Section 2. There shall be only one chapter in a city or county except where, in the opinion of the PHSNAA Board of Directors, there is a need for an additional chapter or chapters. Where feasible, metropolitan area chapters shall be encouraged. However, in certain highly populated areas, the Board shall consider and, if justified, comply with any request for two or more chapters.
- Section 3. The purposes, aims and programs of individual chapters shall be in accordance with those of the PHSNAA, Inc.
- Section 4. Each chapter shall be granted a written charter. This charter shall be the chapter's official badge of membership.

- Section 5. The charter fee shall be \$25.00, payable prior to the issuance of the charter.
- Section 6. The Peabody High School National Alumni Association is an incorporated body. Any group operating under the name of this Association without expressed consent from the Association is hereby prohibited by law.
- Section 7. All chapters shall file an annual report. This report must include:
1) financial statement; 2) yearly activities; and 3) roster of participating members. If the above is violated, such chapter becomes inactive until such time said chapter shall have met the requirements of the PHSNAA, Inc.
- Section 8. All chapters shall send a representative to the annual meeting.

Article III. QUALIFICATIONS AND DUTIES OF OFFICERS

- Section 1. All officers shall be dues-paying members of the PHSNAA.
- Section 2. **The President shall:**
1. preside at all meetings of the PHSNAA, the Board of Directors and Executive Committee
 2. enforce the Constitution and By-Laws of PHSNAA;
 3. serve as an ex-officio member of all committees;
 4. appoint all committees subject to the approval of the Board of Directors, with the exception of the Nominating Committees;
 5. give an annual report to the Association at its annual meeting;
 6. assist whenever and wherever possible in the organization of local members and chapters;
 7. encourage chapter and class representatives to perform their duties as described in the Constitution and By-Laws; and
 8. assist members of the Board of Directors in carrying out assigned responsibilities, i.e., chapter or class representatives in implementing plans for more active involvement of their local class or chapter.
- Section 3. **The Vice President shall:**
1. serve in the absence of the President or anytime as requested by the President;
 2. accept all responsibilities assigned by the President;
 3. coordinate committee work; and
 4. become the President if the incumbent President resigns his/her office before the completion of the term of office.

Section 4. **The Secretary shall:**

1. keep an accurate record of the proceedings of each meeting;
2. read and/or submit copies of such minutes at the meetings;
3. file with the Board of Directors a copy of all minutes for distribution to Board Members, class chapter presidents and keep a copy for quick accessibility when needed.

Section 5. **The Financial Secretary shall:**

1. maintain the PO Box key;
2. receipt all money, i.e., membership fees, operating account funds;
3. submit money to the treasurer in each separate category to be deposited;
4. send membership applications to the Membership Secretary; which corresponds with the money received;
5. receipt money whenever fund-raising activities are held.

Section 6. **The Treasurer shall:**

1. assist in preparing an annual budget of estimated expenses;
2. keep the financial records of the Association;
3. prepare a budget and financial report for the annual meetings of the PHSNAA, Inc.;
4. distribute a financial report at each meeting of the Board of Directors; and serve as a member of the Finance Committee.

Section 7. **The Membership Secretary shall:**

1. send out membership applications and recruit PHS Alumni;
2. submit money collected to the Financial Secretary;
3. keep an accurate record of all memberships received and maintain an up-to-date membership roster;
4. send membership cards to those who have joined.

Section 8. **The Chaplain shall:**

1. conduct devotions at the Association meetings.

Section 9. **The Historian shall:**

1. research historical dates and data relevant to the development of the Association;
2. devise and maintain, chronologically, all materials and documents that have historical value; serve as the liaison between the Association, the City of Petersburg, and Virginia State University Archives.

Section 10. **The Sergeant-At-Arms shall:**

1. keep order during the regular and Executive Board meetings;
2. escort from the meeting any person who continuously causes a disruption.

Article IV: NOMINATIONS AND ELECTIONS COMMITTEE

Section 1. **The Nominations and Elections Committee shall:**

1. request nominations from all PHSNAA active memberships;
2. screen all nominations to assure that the nominees come from various classes or chapters and are dues paying members;
3. ensure that no more than two names from each class or chapter appear on the ballots;
4. accept all nominations except nominees who are inactive;
5. meet at least one time before submitting the nominee reports to the Board Members for approval;
6. submit final report to the Board for approval, after which the nominations are considered closed.

Section 2. **Procedures for elections shall be as follows:**

1. There shall be an Elections Committee appointed by the Board of Directors, and the President shall name the chairman from among the Board Members.
2. The duties of the committee shall be to:
 - a. approve the wording of ballots relative to voting requirements and background investigation of candidates;
 - b. design the layout and authorize the printing of the ballots;
 - c. ensure that returned ballots meet mailing requirements and are safeguarded until they are counted;
 - d. oversee the counting of ballots;
 - e. communicate in writing to the entire Board the results of the elections within five (5) days after the counting of ballots;
 - f. declare the district candidate receiving the highest number of district votes to be the district winner;
 - g. declare the four (4) at-large candidates with the four (4) highest number of at-large votes to be the at-large winners;
 - h. take measures to ensure that ballots are completed in accordance with the following stipulations:

1. voters must vote for one candidate from each category;
2. ballots marked in violation must automatically be voided;
3. each ballot must be verified through appropriate methods as a legitimate non-duplicated ballot; records and supportive evidence must be maintained of all committee activities for a period of one (1) year, and longer if there are written challenges to the election results. Any challenge to election results must be in writing to the President and may be submitted during the annual alumni meeting, but no later than 30 days after the annual meeting. The Board of Directors must render a written decision to the challenger(s) no later than December 1 of the same year. If the challenge is upheld by the Board, the Board must stipulate its planned course of action.

Article V: BOARD OF DIRECTORS/EXECUTIVE COMMITTEE

Section 1. Powers and Functions

1. The Board of Directors of the Alumni Association shall be the governing body.
2. Submit an annual budget of the Association which has been prepared and approved by the Board.
3. Shall be required to attend at least one Board meeting per year. A Board member shall designate a proxy in writing from the area he/she represents if he/she cannot attend the other three required meetings. Failure to comply with aforementioned attendance requirements could result in removal from the Board.
4. Hold regular meetings, other than annual meetings, may be held at alternate locations as designated by the Board.
5. Shall have the power to remove an elected member by two-thirds vote of the Board for cause.

Section 2. Executive Committee

1. The elected officers and Immediate Past President shall constitute the Executive Committee.
2. The Executive Committee shall have authority to act for the Board of Directors between meetings of the Board and shall report at the next Board meeting.

3. The Executive Committee shall meet when called by the President for the consideration of special matters between regular meetings of the Association and the Board of Directors.
4. Four (4) members shall constitute a quorum for a meeting of the Executive Committee.

Section 3. The President, with approval of the Board, shall fill a vacancy or vacancies on the Board of Directors. The vacancy or vacancies shall be filled through appointment(s) by the President with the approval of the Board. The person(s) appointed shall serve until the next annual meeting at which time the position shall be filled through the regular elective process. If elected to fill an unexpired term of another person, the individual must be elected to a term or terms in his/her own right.

Article VI: COMMITTEES

Section 1. **The Constitution and By-Laws Committee** shall have a minimum of five members. They shall receive all recommendations for amendments and revisions, review same, and make recommendations from the committee. The committee should prepare recommendations received and deemed appropriate in proper order for submission to the Board of Directors.

Section 2. **The Finance and Budget Committee** shall consist of not less than three Board members, one of whom shall be the Treasurer. Duties shall be to:

- a. prepare and review the budget for presentation to the Board;
- b. encourage Association thrift; and
- c. act as custodians of Association funds.

Section 3. **The Fund-Raising Committee** shall consist of a minimum of five members. It shall be the duty of this committee to plan for and execute fund-raising projects.

Section 4. **Membership Committee** shall have a minimum of five members. Its responsibilities and duties shall be to:

1. establish goals each year to increase active contributing members and establish or re-establish new chapters;
2. work jointly with the district representative of the PHSNAA to achieve these goals, and make an annual report of committee achievements.

- Section 5. **The Program Committee** shall have five members and shall be responsible for recommending and planning activities for alumni, i.e., alumni weekends, etc.
- Section 6. **Public Relations Committee** shall have five members and shall be responsible for assuring that the community and membership is kept abreast of alumni activities.
- Section 7. **The Restoration Committee** shall be responsible for the coordination of projects relative to the restoration of the Peabody Building, Giles B. Cooke Building, and Peabody Middle School.
- Section 8. **Scholarship Committee** shall be responsible for the coordination, dissemination and recruitment of eligible students for scholarships.
- Section 9. **The Peabody Script Committee** shall be responsible for the production, assembly and dissemination of a quarterly newsletter that would highlight all areas of interest to the Association.

Article VII. AMENDMENTS AND REVISIONS

- Section 1. Amendments and revisions shall be submitted through the same channels as indicated in the Constitution.
- Section 2. The Board of Directors may recommend or not recommend the amendment or revision at its next quarterly meeting.
- Section 3. These By-Laws may be amended at the annual meeting by a majority vote, provided that the amendment has been submitted in writing at least thirty (30) days prior to the meeting. If the amendment has not been previously submitted in writing, it may be adopted at the annual meeting by a majority vote.