

BYLAWS
OF THE
SIDNEY CENTRAL SCHOOL ALUMNI ASSOCIATION, INC.

Article I
Name

Section 1.1 Name

The name of this organization will be known as the Sidney Central School Alumni Association, Inc. (SCSAA)

Article II
Purposes

Section 2.1 Purposes

The purpose for which the SCSAA is organized is social, civic, educational and charitable and shall include but not be limited to the following:

- To create opportunities for Alumni to maintain a strong bond and relationship with each other and with their Alma Mater.
- To promote activities that are in the best interests of the Alumni, the Local Schools and the Community.
- To maintain a communication link between the SCSAA and Alumni and to foster relationships between Alumni.
- To support select activities and projects of the Sidney Central School District.

Article III
Offices

Section 3.1 Offices

The SCSAA may have offices at such place(s) as the Board of Directors may from time to time determine or the business of the SCSAA may require.

Article IV
Membership

Section 4.1 Classes of Members

The SCSAA shall have five (5) membership classes defined as follows:

- Alumni – All persons who have attended SCS are eligible to join the SCSAA. This class of membership is entitled to vote and hold office. Annual dues are required to maintain membership and its privileges.
- Parents of Alumni – Parents or guardians of individuals who have attended SCS are eligible to join the SCSAA. This class of membership is entitled to vote and hold office. Annual dues are required to maintain membership and its privileges.
- Faculty – Current or former faculty of SCS are eligible to join the SCSAA. This class of membership is entitled to vote and hold office. Annual dues are required to maintain membership and its privileges.
- Associate – Individuals who do not qualify for any of the above classes but would like to join the SCSAA. This class of membership is not entitled to vote and not entitled to hold office. Annual dues are required to maintain membership.

Bylaws Amended 1/22/2022

- Honorary – Awarded to a non-Alumni individual who has contributed significant time and effort to the progress and success of the SCSAA. Requires nomination by any member and vote of the SCSAA Board of Directors. Honorary Alumni are not required to pay dues.

Article V Directors & Officers

Section 5.1 Directors

The governing body of the SCSAA shall consist of a twenty-one (21) member Board of Directors. Members eligible to hold Office will be elected by a simple majority of the voting membership. The Sidney Central School Board of Education will designate one of the twenty-one (21) members. If there are less than twenty-one (21) elected members to the Board, the elected directors can appoint additional members to complete the twenty-one (21) member Board. The term of an appointed director will be up to one year expiring on December 31st of that year.

Section 5.2 Eligibility

To be eligible for a position on the Board, a candidate must be a paid member of the SCSAA, attend at least two (2) Board meetings a year and embrace the purposes of the SCSAA.

Section 5.3 Duties and Responsibilities

The Directors shall act as the governing body of the SCSAA, and have the overall authority and responsibility for fulfilling the purposes and objectives of the organization. They shall perform the duties and make the decisions as enumerated the Bylaws of the SCSAA. The Board of Directors shall meet at least three times a year at a time & place to be determined by the Board.

Section 5.4 Officers

The Officers of the SCSAA shall consist of the following:

- President
- Vice President for Operations
- Vice President for Strategic Planning
- Vice President for Finance
- Vice President for Communications
- Recording Secretary
- Corresponding Secretary
- Treasurer
- Assistant Treasurer

The Officers shall be elected by the Board of Directors at the Annual Organization Meeting of the SCSAA. All Officers must be elected or appointed members of the Board of Directors.

The slate of Association Officers to be voted on at the Annual Organization Meeting will be offered pursuant to the following procedures:

A nominating committee chairperson will be named by the President at the autumn Board meeting of the SCSAA (that meeting following the Annual Reunion) at which time the President will announce that any board member may suggest nominee(s) to the committee and or volunteer for service as an officer or service as a nominating committee member.

The chairperson of the Nominating Committee may name his/her own committee of two or more directors to meet and deliberate (in person or via email) as necessary not less than 45 days before the Annual Meeting.

Any Director who has served one full year as a Director prior to the Annual Organization Meeting at which his/her name may be presented may be considered as a nominee for office.

The Nominating Committee will submit its slate of Association Officers (which may include more than one nominee for any given office) not less than 14 days prior to the annual meeting.

Nominations will also be accepted from the Floor at the Annual Organization Meeting.

Section 5.4.1 President

The President shall be the Chief Executive Officer of the SCSAA and have the delegated authority of the directors to conduct the business affairs of the SCSAA. The President shall be responsible for the overall management of the SCSAA and shall perform duties incident to the office and other duties as may be assigned by the Directors. Specific duties of the President shall include but not be limited to:

- Forming committees and appointing the committee chairpersons.
- Delivering an annual 'State of the SCSAA Report' to the Directors at the Board meeting preceding Alumni Weekend.
- Serving as an ex officio member on all committees.
- Establishing rules as the need arises for the conduct of the general business of the SCSAA.
- Chairs all meetings of the Board of Directors and casts vote in event of ties.
- Serves on the Executive Committee.

Section 5.4.2 Vice President for Operations

Assumes responsibilities of the President if the latter is absent or unable to perform the duties delineated in 5.4.1. Appointed by the President to Chair the Fund Raising Committee. Serves on the Executive Committee.

Section 5.4.3 Vice President for Strategic Planning

Responsible for setting and overseeing the strategic planning process of the SCSAA. Appointed by the President to Chair special initiatives. Serves on the Executive Committee.

Section 5.4.4 Vice President for Finance

Responsible for the SCSAA finances. Appointed by the President to Chair the Finance Committee. Responsible for the development of the annual budget and business plan to present to the Finance Committee. Responsible for overseeing the annual audit. Serves on the Executive Committee.

Section 5.4.5 Vice President for Communications

Responsible for all SCSAA communications to alumni and the community. Determines the use of media in promoting SCSAA including digital (e.g. social media), print (e.g. newspapers), and broadcast (e.g. radio). Responsible for SCSAA brand development. Oversees SCSAA website and the “Reflections” newsletter. Serves on the Executive Committee.

Section 5.4.6 Recording Secretary

The Recording Secretary shall keep the minutes of the SCSAA meetings, Board of Directors meetings, and Executive Board Meetings. The Recording Secretary will maintain the attendance records for all Board meetings and be responsible for filing all notices in accordance with the Bylaws or as required by the SCSAA. Serves on the Executive Committee.

Section 5.4.7 Corresponding Secretary

The Corresponding Secretary shall handle all correspondence for the SCSAA and be responsible for maintaining the membership records of the SCSAA. Serves on the Executive Committee.

Section 5.4.8 Treasurer

The Treasurer shall receive and be responsible for all funds, properties, legal documents and assets of the SCSAA and shall keep or caused to be kept full and accurate records and accounts for the SCSAA. The Treasurer shall deposit or caused to be received, all funds, in such banks or depositories as designated by the Board of Directors. The Treasurer shall be responsible for the disbursement or the supervision of such disbursement of funds of the SCSAA as may be properly authorized. Disbursement of funds must have prior approval by two elected Officers. The Treasurer shall be responsible for securing the necessary Property & Liability Insurance and all bonds as from time to time may be necessary and authorized by the Board of Directors. The Treasurer will make available or cause to be made available all financial records as requested by the President or Board of Directors or as required by these Bylaws. Serves on the Executive Committee.

Section 5.4.9 Assistant Treasurer

Assists Treasurer with duties as delineated in 5.4.7. Serves on the Executive Committee.

Bylaws Amended 1/22/2022

Section 5.5 Terms of Office

<ul style="list-style-type: none">• President• Vice Presidents• Recording Secretary• Corresponding Secretary• Treasurer• Assistant Treasurer	<ul style="list-style-type: none">• 1 Year• 1 Year• 1 Year• 1 Year• 1 Year• 1 Year
<ul style="list-style-type: none">• Directors	(1/3) for 3 Years (1/3) for 2 Years (1/3) for 1 Year

The Term for Officers commences upon election at the Board of Director's Annual Organization Meeting and continues until the following year's meeting.

The Term for Directors commences upon election and will run for three years. Director's terms begin on January 1st and end on December 31st of the third year.

Section 5.6 Vacancies

Vacancies on the Board of Directors and Executive Officers will be filled for the remaining term by a majority vote of the Members of the Board of Directors then in office.

Section 5.7 Membership Voting/Revocation

Members in good standing are entitled to voting privileges as provided by these Bylaws. Membership shall be revoked if members fail to pay dues as required by the SCSAA. Membership shall be subject to revocation if members fail to satisfy membership requirements as established by Board of Directors and the Bylaws.

Section 5.8 Impeachment

Any Director may be removed from office by 2/3 vote of the Members of the Board of Directors then in office.

Executive Officers can be removed from office by 2/3 vote of the Members of the Board of Directors then in office. .

Section 5.9 Resignation

Any director may resign at any time by giving written notice to the President of the SCSAA. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the SCSAA.

Section 5.10 Regular Meetings

Regular meetings of the Board of Directors of the SCSAA shall be held at least three times a year, at such time, day and place as shall be designated by the Board of Directors. The January meeting shall be designated as the Annual Organization Meeting for the SCSAA.

Section 5.11 Special Meetings

Special meetings of the Board of Directors may be called at the direction of the President or by a majority of the voting directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 5.12 Notice

Notice of the time, day and place of any meeting of the Board of Directors shall be given at least three days previous to the meeting. The purpose for which a special meeting is called shall be stated in the notice. Any Director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 5.13 Quorum

A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5.14 Manner of Acting

The affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each Director shall have one vote. Voting by proxy shall not be permitted.

Section 5.15 Unanimous Written Consent In Lieu of a Meeting

The Board may take action without a meeting if written consent to the action is supplied by all of the Directors, provided notice of the substance of the proposed action is sent to all Directors at least 14 calendar days before said action.

Section 5.16 Telephone Meeting

Any one or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by said means above shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 5.17 Director Emeritus

A Director who has served for a minimum of twelve years may, upon the end of service to the Association, be elected at any regular or special meeting of the Board of Directors by a majority of those Directors in attendance to the permanent position of Director Emeritus. This position shall be reserved for those Directors with records of outstanding

service who wish to accept this designation. Further, the Board may choose to include the designation of position where it deems appropriate e.g. President Emeritus. Emeriti Directors may be invited to all meetings, including committee meetings, and other Association functions but have no right to vote or to participate in executive sessions. Emeriti Directors will be listed and acknowledged with currently serving Directors where deemed appropriate e.g. Reflections, SCSAA website, Association functions.

Article VI Committees

Section 6.1 Executive Committee

The Officers as defined in Section 5.4 shall constitute the Executive Committee of the SCSAA. The Executive Committee may meet and carry out the business of the SCSAA between Board of Directors meetings where deemed necessary by the President. For the transaction of such business at any such meeting, a quorum is constituted by the presence of a majority of Directors serving on the Executive Committee at that time. This quorum may consist of one or more Directors that is or are linked by phone or equivalent means but the meeting must allow for real time conversation between and input from all Directors making up the quorum.

Minutes of meetings must be distributed immediately to all Directors. Actions taken must be approved at the next Board of Directors meeting.

Section 6.2 Standing Committees & Their Functions

Each standing committee of SCSAA, and each individual member of each committee, represents the Board of Directors of SCSAA and acts at the direction and with the approval or ratification of the Board of Directors of SCSAA in all activities, events, decisions, budgets and financial transactions, and may not incur liabilities or obligations nor accrue profits without said direction, approval and ratification.

Committees will secure competitive bids for goods and services to be purchased in order to fulfill SCSAA projects in excess of \$500. Committees will not engage in "sole source" procurement of said goods or services from SCSAA Board or committee members or their companies. Any deviation from the aforementioned requires SCSAA Board approval. Selected vendors may be approved in advance as part of the budget process that receives SCSAA Board approval at each annual meeting.

Any committee chair or member acting without adherence to SCSAA Board policies and decisions may be immediately dropped from Board and committee by Executive Committee action to be ratified by the Board at its next regular meeting.

The following will serve as Standing Committees of the SCSAA:

- Alumni Reunion Committee
- Alumni Center/Historical Committee
- Finance & Audit Committee

Bylaws Amended 1/22/2022

- Fund Raising Committee
- Membership/Membership Services Committee
- Sports Hall of Fame Committee
- Wall of Fame Committee
- Publicity Committee
- Newsletter Committee
- School Relations Committee
- Community Relations Committee
- Website Committee
- Endowed Scholarship Committee

The President of the SCSAA will appoint the Chairs for each committee. Committees will be open to all members in good standing of the SCSAA. At least one member of the Board of Directors will serve on each standing committee. Composition of standing committees must receive approval of the SCSAA Board of Directors.

Section 6.2.1 Alumni Reunion Committee

The function of this committee will be planning and organizing the Annual Alumni Reunion Weekend.

Section 6.2.2 Alumni Center/Historical Committee

The function of this committee will be to maintain the SCSAA Archives and document the history of the SCSAA.

Section 6.2.3 Finance & Audit Committee

The function of this committee will be the development for SCSAA Board approval of the annual budget and the conducting of the annual audit of the financial activities and status of the SCSAA.

Section 6.2.4 Fund Raising Committee

The duties of this committee will be formulating ideas for providing additional funding sources for the SCSAA and creating resources to fund new projects of the SCSAA as needed.

Section 6.2.5 Membership/Membership Services Committee

The function of this committee is to formulate and implement ideas to expand the membership of the SCSAA and respond to the suggestions and needs of the membership by developing a variety of value added products and services.

Section 6.2.6 Sports Hall of Fame Committee

The function of this committee is to establish the criteria and identify candidates for future election to the Sports Hall of Fame.

Section 6.2.7 Wall of Fame Committee

The function of this committee is to establish the criteria and identify candidates for SCSAA Board election to the Wall of Fame. The committee will plan, submit for SCSAA Board approval and execute an annual recognition event.

Section 6.2.8 Publicity Committee

The function of this committee is to promote the events and activities of the SCSAA and create awareness of the SCSAA. This will entail working with the local media and community organizations.

Section 6.2.9 Newsletter Committee

The function of this committee is to plan, edit, publish and distribute each issue of "Reflections", the SCSAA Newsletter. This will entail recruiting reporters, photographers, section editors, proofreaders and contributors. The Editor will serve as chairperson of this Committee. The Editor will be appointed by the President and ratified by the Board of Directors.

Section 6.2.10 School Relations Committee

The function of this committee is to communicate with the Sidney Central School District.

Section 6.2.11 Community Relations Committee

The function of this committee is to communicate with the Sidney Chamber of Commerce and other community organizations as deemed appropriate.

Section 6.2.12 Website Committee

The function of this committee is to maintain, upgrade, and expand the SCSAA Website. This will include responsibility for the editorial and technical content of the site. The Web-Master will serve as chairperson. The Web-Master will be appointed by the President and ratified by the Board of Directors.

Section 6.2.13 Endowed Scholarship Committee

The function of this committee is to manage and administer the SCSAA Kristina T. Germond Memorial Scholarship per the donation agreement between SCSAA and Dick Germond; and, any and all future endowed scholarships.

Section 6.3 Special Committees

The President may appoint committees with such authority to perform duties as the President so establishes for a specified period to be determined.

Article VII
Books & Records

Section 7.1 Location

The books, accounts & records of the SCSAA shall be kept at a place as the Directors of the SCSAA may determine.

Section 7.2 Inspection

All records of the business conducted of the SCSAA will be open to inspection by members in good standing of the SCSAA upon written request.

Section 7.3 Audit

The Treasurer shall make available all financial records of the SCSAA to the Audit Committee for an annual audit determined by the Board of Directors. The report of the Annual Audit shall be presented to the Board of Directors at their meeting preceding Reunion Weekend. The Report will be available to all members of SCSAA at Reunion Weekend.

Section 7.4 Depositories

The Board of Directors shall appoint banks or depositories in which the SCSAA funds shall be deposited.

Section 7.5 Vendors

The SCSAA will attempt to give prime consideration to doing business with vendors located in Sidney Central School District.

Section 7.6 Fiscal Year

The fiscal year of the SCSAA shall be from January 1st to December 31st.

Section 7.7 Funds Withdrawal

The President, Treasurer, Assistant Treasurer, and Corresponding Secretary are authorized signatories to withdraw or disperse funds of the SCSAA. Funds in excess of \$ 1,000 require two signatures. The Board of Directors can establish additional rules for situations requiring countersignature for the disbursement of funds.

Article VIII
Miscellaneous

Section 8.1 Parliamentary Authority

The rules contained in the current edition of "Roberts Rules of Order" shall be followed at all meetings if not overridden in the currently amended Bylaws.

Section 8.2 Amendment of Bylaws

The Bylaws can be amended by 2/3 vote of the Board of Directors provided notice of the substance of the proposed amendment is sent to all Directors at least 21 calendar days before the meeting.