**ARTICLES OF INCORPORATION**

**ARTICLE I. NAME OF ORGANIZATION**

The name of the corporation is CANEY ALUMNI ASSOCIATION.

**ARTICLE II. CORPORATE PURPOSE**

Section 1. Nonprofit Purpose

This corporation is organized for the purpose of providing USD#436 alumni an opportunity to donate back to the school district in various ways.

Section 2. Specific Purpose

If the financial ability exists, the objectives and purpose of this organization shall be:

a. to provide financial assistance to the school district for a non-budgeted item each year

b. to provide operating expenses of the organization

c. to provide scholarships to graduating seniors

d. to sponsor, host and/or participate in events and activities that promote the school district and the Caney Alumni Association

**ARTICLE III. MEMBERSHIP**

Section 1. Eligibility for Membership

Membership shall be open to any current alumni member that supports the purpose statement in Article II, Section 2. Membership is granted after receipt of annual dues.

Section 2. Annual Dues

The amount required for annual dues shall be determined by the Alumni Committee, so that all expenses can be paid. Continued membership is contingent upon being up to date on membership dues.

Section 3. Rights of Members

Each member shall be eligible to inquire and receive information about any aspect of the organization.

Section 4. Termination

Any member may discontinue their membership by not renewing it each year.

**ARTICLE IV. MEETINGS OF MEMBERS**

Section 1. Annual Meetings

An annual meeting of the members shall take place with the specific date, time, and location of which will be designated by the Committee. At the annual meeting the members shall receive reports on the activities of the association and the future direction of the association.

Section 2. Special Meetings

 Special meetings may be called by the President, Vice-President, or Secretary/Treasurer.

**ARTICLE V. COMMITTEE MEMBERS**

Section 1. General Powers

The affairs of the Corporation shall be managed by its Alumni Committee. The Committee shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Committee members shall consist of no less than three (3) nor more than fifteen (15) including the following officers: the President, the Vice-President, and the Secretary/Treasurer.

The members of the Alumni Committee shall immediately enter upon the performance of their duties and shall continue in office until their successors are duly selected and qualified.

Section 3. Attendance requirements

To remain in good standing and have voting privileges, each member of the Alumni Committee must attend at least ONE (1) meeting **in person** per year, and be available via text, video or other method if needed for meetings they cannot attend. One “in person” meeting can include the Alumni Homecoming.

Section 4. Annual Meetings

An annual meeting of the Caney Alumni Committee shall be held at a time and day in each calendar year and at a location designated by the Committee. This meeting can consist of, but not required, to include event planning, scholarship selection, or election of officers.

Section 5. Special Meetings

Special meetings of the Committee may be called by or at the request of the President or any two members of the Committee.

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of those committee members present at the meeting in which the vote takes place.

Section 7. Quorum

The presence of a majority of current members of the Alumni Committee shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice.

Section 8. Forfeiture

Any member of the Alumni Committee who fails to fulfill any of his or her requirements shall be asked to leave the Committee.

Section 9. Vacancies

Whenever any vacancy occurs on the Alumni Committee it shall be filled as soon as possible. Vacancies may be created and filled according to specific methods approved by the Committee.

Section 10. Compensation

Members of the Alumni Committee shall not receive any compensation for their services as members.

Section 11. Confidentiality

Committee members shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Members may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Section 12. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert’s Rules of Order.

Section 13. Removal.

Any member of the Alumni Committee may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Committee.

**ARTICLE VI. OFFICERS**

The officers of this Committee shall be the President, Vice-President, Secretary/Treasurer. All officers must be active members of the Alumni Committee. Any officer may preside over any meeting with approval of the other two officers.

Section 1. President

The President shall preside at meetings of the Committee and membership, if possible. The President shall have the following duties:

a. They shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

b. They shall provide general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the President, if so requested.

Section 3. Secretary/Treasurer

The Secretary/Treasurer shall attend all meetings of the Committee. The duties shall consist of:

a. They shall record all votes and minutes of all proceedings in a book to be kept for that purpose.

b. They will work with the President and Committee to make the arrangements for all meetings including the annual meeting of the organization.

c. They shall create and disseminate all official correspondence from the Committee as may be prescribed by the Committee or the President.

d. They shall maintain the content and professional appearance of the Alumni website and social media accounts.

e. They shall present a complete and accurate report of the finances raised by this Committee, both the General Fund and the Scholarship Fund. Detailed records of income and expenses should be kept for reporting purposes.

f. They shall file all annual reports required by the state and IRS.

g. They shall provide reports from other entities such as PayPal and Venmo.

h. They shall perform such other duties as may be prescribed by the Committee or the President under whose supervision they shall be.

Section 4. Selection of Committee Members and Officers

The Alumni Committee will accept new members at any time. Members must remain in good standing to remain on the Committee. The term “Good Standing” is defined as regularly attending meetings, assisting where needed, having high integrity, displaying leadership abilities & professional skills, working through difficulties, having a positive attitude, exhibiting discretion and be a year-round representative of the Organization. To avoid disruption and ensure continuity of the organization, the Alumni Committee will have the authority to select the Officers. Officers must be active members of the Alumni Committee for a minimum of three (3) years before being considered for an officer position. Current officers should try to mentor and groom their replacement if they plan to resign. Those officers selected shall serve a term of their choice unless they need to be removed according to Section 5.

Section 5. Removal of Officers

The Committee may remove any Officer or Committee Member by simple majority vote and elect a successor for the unexpired term. No officer or Committee Member shall be expelled without an opportunity to be heard. Notice shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons for such expulsion.

**ARTICLE VII. COMMITTEES**

Section 1. Sub-Committee Formation

The Alumni Committee may create sub-committees as needed, such as fundraising, public relations, or special events. The Committee President approves all elected sub-committee chairs.

Section 2. Executive Committee

The three officers shall serve as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority in the intervals between meetings of the Committee and is subject to the direction and control of the full Committee.

**ARTICLE VIII. - Conflict of Interest and Compensation**

Section 1: Purpose

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization’s (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

a. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the members of committees with governing delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2. The chairperson of the governing committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3. After exercising due diligence, the governing committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing committee shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the Organization’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the governing committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the governing committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of all committees with delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing committee’s decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the

Organization for services is precluded from voting on matters pertaining to that member’s compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives.

compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member’s compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**ARTICLE IX. BOOKS AND RECORDS**

The Organization shall keep complete books and records of all financial accounts and meeting minutes of the Alumni Committee.

**ARTICLE X. AMENDMENTS**

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meetings of the Alumni Committee. All amendments of the Articles shall require the notification be made of such amendments to the Alumni members. Under Article III, Section 3 any Alumni member has the right to inquire into the amendments made by the Alumni Committee.

Section 2. Bylaws

The Alumni Committee may amend these Bylaws by majority vote at any regular or special meetings of the Alumni Committee.

 **ADOPTION OF BYLAWS**

We, the undersigned, are all the directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of these eight total pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Alumni Committee on this 27th day of September, 2023.

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Dale McBride, President - Caney Alumni Association

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ATTEST: Gina McBride, Secretary - Caney Alumni Association

 Becky Wheatley, Vice-President - Caney Alumni Association

**ORIGINAL SIGNED DOCUMENTS AVAILABLE FROM ALUMNI SECRETARY**