



CMHS Minority Alumni Council Bylaws

ARTICLE I. NAME

Section 1. The name of this organization shall be Cardinal Mooney High School [Hereinafter referred to as CMHS] Minority Alumni Council [Hereinafter referred to as MAC]

ARTICLE II. PURPOSES

The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, Directors, or officers or other individuals. The assets and income shall only be used to promote council purposes as described below.

Section 1. To keep the members in contact with each other and Cardinal Mooney High School (CMHS).

Section 2. To provide the members with social and recreational opportunities.

Section 3. To promote the interests of Cardinal Mooney High School and its current and future minority student population.

Section 4. To provide financial assistance through fundraising to the school for operational support, for scholarship assistance, for capital development, and/or for other objectives as indicated by the school administration.

Section 5. To provide programming support to CMHS's current and future minority students

Section 6. To facilitate successful relations between CMHS and the community in which it resides.

ARTICLE III. MEMBERSHIP IN THE COUNCIL

Section 1. All people of minority descent who support the mission of the MAC shall be eligible for membership.

ARTICLE IV. DIRECTORS

A Leadership Board will be created for the purpose of providing guidance, counsel and vision to the CMHS Minority Alumni Council. The Leadership Board will be selected from the membership. All members of the Leadership Board must be in good standing with the Council.

Section 1. Number of Directors. The organization shall be managed by a Leadership Board consisting of no fewer than 7 and no more than 25 Director(s).

Section 2. Election and Term of Office. The Directors shall be elected at the annual meeting each year. A Nominating Committee of at least three (3) members shall be appointed by the President of the Council to present a slate of

candidates to the current Board for election during the annual meeting. The slate of nominees will be presented to the Board no later than September 1 each year. The newly nominated Directors will be introduced to the general membership as nominees but voted upon by the current Board members ONLY. These introductions will take place each year at the annual membership meeting.

Each Director shall serve a term of 3 year(s), or until a successor has been elected and qualified. The term shall commence beginning January 1 of the year following their election onto the Board and shall end December 31st three (3) years following. There shall be no restriction on the number of terms a member of the Board may be re-elected. Board members may decline to be re-elected at the end of their term. The Board will have rotating Directors with a new slate of Directors being added each year.

Section 3. Quorum. A majority (51%) of current active Directors shall constitute a quorum. Attendance and participation may be in person, or via electronic medium.

Section 4. Adverse Interest. In the determination of a quorum of the Directors, or in voting, the disclosed adverse interest of a Director shall not disqualify the Director or invalidate his or her vote.

Section 7. Procedures. The vote of a majority of the Directors present at a properly called meeting at which a quorum is present shall be an act of the Leadership Board unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A Director of the organization who is present at a meeting of the Leadership Board at which action on any council matter is taken, shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 8. Informal Action. Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors or of a committee of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the Directors or all of the members of the committee of Directors, as the case may be.

Section 9. Removal / Vacancies. A Director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Leadership Board, whether by death, resignation, removal or any other cause, may be filled by the remaining Directors. A Director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified. Any general member of the Council may be removed by 2/3 vote of the membership at any meeting of The Council upon any of the following grounds:

- (a) Misconduct or behavior which might result in negative publicity of the organization:
- (b) Conduct, which may tend to interfere with the accomplishment of the objectives set to be accomplished by the organization;
- (c) Failure to perform duties of offices; and
- (d) Violation of the rules, regulation, orders, or By-Laws of this organization or violating any contract by or with this organization.

Section 10. Committees. To the extent permitted by law, the Leadership Board may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

ARTICLE V

EXECUTIVE OFFICERS OF THE LEADERSHIP BOARD

Section 1. Executive Officers. The executive officers of the organization shall be a President, a Vice-President, a Treasurer, and a Secretary.

- 1. President/Chairman.** The President shall be the chief executive officer and shall preside at all meetings of the Leadership Board and its Executive/Governance Committee. The President shall preside at all the meetings of The Council and designate the Vice President to preside in his/her absence and may call and preside over special meetings whenever he/she deems it necessary. He/She serves as the official liaison of The Council to the high school administration and Alumni Committee of CMHS for all Council matters. He/She shall have overall responsibility for the financial and program management of The Council. He/She shall present to The Council the budget for the year, after consultation with the Treasurer and/or Finance committee.
- 2. Vice President.** Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties. He/She shall serve as Chair of the Programs & Scholarship Committees as designated by the President. He/She shall perform other duties as designated by the President of The Council.
- 3. Secretary.** The Secretary shall give notice of all meetings of the Leadership Board and Executive Committee, shall keep an accurate list of the Directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Leadership Board' meetings and all committee meetings. He/She shall be responsible for the recording of the meeting minutes, maintenance of same in the official records of the Council, and dissemination of the same to the officers and membership of the Council. He/She shall serve as liaison to The Council to ensure that minutes of all meetings and records of all transactions of The Council are properly and duly recorded, disseminated, and maintained in the official records of the Council. He/She shall perform other duties as designated by the President of The Council. He/She shall maintain a current and accurate membership list and sit on the Membership/Communications Committee.
- 4. Treasurer/CFO.** The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Leadership Board and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Leadership Board and Executive Committee.) He/She shall be responsible for maintenance of the official records of all financial transactions, fundraising activities, and such other related financial or fiscal activities of The Council. If applicable, he/she shall make available to an independent auditor or auditing firm all available records and information on the fiscal status of the Council to facilitate the annual auditing of the Council in accordance with usual and accepted accounting and

auditing practices. He/she will act as the liaison between CMHS staff and the Council on all financial related activities of the Council. He/she shall serve as the Chair of the Finance Committee of the Council. He/She shall serve perform other fiscally-related duties and responsibilities as designated by the President of The Council.

1. **Section 2. Election and Term of Office.** The officers shall be elected every three (3) years by the Leadership Board at the first meeting of the Leadership Board, immediately following the annual membership meeting during the third year beginning in the Council's charter year (2017). Each officer shall serve a three (3) year term or until a successor has been elected and qualified. Each officer can serve a maximum of 2 consecutive terms. Elections shall take place in the following manner:
 2. In June of each election year, a Nominating Committee of at least three (3) Board members shall be appointed by the Council President, in conjunction with the committee Chair, to present a slate of candidates to the Board for election at its upcoming annual meeting at which officer elections are due. The committee shall make nominations of officers from the active members of the board and present the nominations to the general membership as potentials at such mentioned annual meeting.
 3. Upon approval vote by the majority of the Board, the slate of officers shall be considered to be elected. An Officer may serve on the Board, in another elected capacity, and/or on any of the Standing or Ad Hoc Committees established by the Board after their second term has been served or they can just become general members.
 4. New Officers shall assume their duties on the first day of January following the election, which is normally held at the 4th quarter meeting of the Board.
 5. In the event of a vacancy in the office of President, the 1st Vice President shall assume the office for the balance of the unexpired term.
 6. A vacancy in any other office shall be filled for the balance of the unexpired term by appointment by the President with the approval of the Board.
 7. The following criteria shall be met to determine qualified officer nominees:
 - a. Current in all Council and local donations if applicable; and
 - b. Graduated from CMHS at least five years prior to the election

Section 3. Removal or Vacancy. The Leadership Board shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Leadership Board.

ARTICLE VI. THE STANDING AND AD HOC COMMITTEES

Section 1. Each year the Board shall establish, review, disband or reorganize such standing and/or Ad Hoc Committees as are determined necessary for the smooth operation of the Council. Standing committees shall be composed of active members of The Council and shall assume duties as are specified in these By-Laws and such other duties as may be designed by the Executive Committee. Standing committees are consistent and ever existing, ad hoc committees serve a short term purpose or goal.

Section 2. There shall be at least one member of the Board on all committees established by the Board.

ARTICLE VII. REGIONAL CHAPTERS

Section 1. The Alumni Council may endeavor to establish chapters in areas of the country outside the metropolitan Youngstown, Ohio area in which there is a sufficient concentration of CMHS minority alumni to warrant such an effort.

Section 2. The purpose of these chapters is to enable alumni in their respective areas to remain in contact with each other and with the CMHS Minority Alumni Council.

Section 3. Each chapter will have its own officers and board. The local chapter is responsible for the composition of this board, but the membership is subject to approval by the Council Board. The usual tenure of officers is three (3) years. However, since the number of alumni in each area is limited, local boards may extend terms or give subsequent terms to the same individuals as they see fit.

Section 4. The local board will be responsible for the scheduling, planning, and execution of events in its respective area. The Council Membership/Communications committee Office will assist with mailings and registrations for these events. All funds collected by each Regional Chapter, and the bills for approved events must be submitted through the Council Finance Committee.

Section 5. To the extent possible, and where applicable, Regional Chapters are expected to conform to the rules governing the Council Board and Officers as detailed in this Constitution and By-Laws.

Section 6. New chapters are established when alumni in a given area express an interest and a willingness to begin organizing events for their area by written request to the President of the Board. The President will present the request to the Executive Committee and Leadership Board for a vote.

Section 7. The Council Board must approve the activities planned by the Regional Chapters, and reserves the right to discontinue such activities as it deems inappropriate.

Section 8. Presidents of Regional Chapters are members of the Board by right and must attend Board meetings as well as all Annual Meetings as a representative of their regional chapter.

ARTICLE VIII. MEETINGS

Section 1. Regular Meetings. The Leadership Board shall meet quarterly (four times) each year at minimum, one of which will be immediately after the annual elections for the purpose of electing its new officers (if applicable), appointing new committee chairpersons and for transacting such other business as may be deemed appropriate (if applicable) and assigning new committee members. The Leadership Board may provide, by resolution, for additional

regular meetings without notice other than the notice provided by the resolution. The dates, place, and time of such meetings shall be published to the entire Council. Highlights of the meeting shall be communicated to the membership.

Section 2. General Membership Meetings. There shall be one meeting of the general membership each year at such time and place as determined by the Leadership Board.

Section 3. Special Meetings. Special meetings may be requested by the President, Vice-President, Secretary, or any three (3) Directors by providing five days' written notice by ordinary United States mail or electronic mail, effective when mailed or emailed. Minutes of the meeting shall be sent to the Leadership Board within two weeks after the meeting.

Section 4. The President and Secretary shall be responsible for the preparation of the agenda of the meetings.

Section 5. Highlights of the meeting shall be communicated to the membership.

ARTICLE IX. BY-LAWS & AMENDMENTS

Section 1. Proposed by-laws shall take effect when approved by a majority vote of the Board.

Section 2. The bylaws may be amended, altered, or repealed by the Leadership Board by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least five (5) days before the meeting.

Section 3. Such amendments to the Constitution and By-Laws shall be communicated to the entire Council on a timely basis.

Section 34. Any and all scholarship funds established in the name of a CMHS alumnus shall be coordinated through the Alumni/Development Department at CMHS.

ARTICLE X. RULES OF ORDER

Section 1. In respect to all questions of construction of these By-Laws, the decision of a majority of the Board present at any stated meeting shall govern.

Section 2. The rules contained in Robert's Rules of Order, Revised, shall govern this Council when applicable unless inconsistent with these By-Laws.


ARTICLE XI. DISSOLUTION


The organization may be dissolved only with authorization of its Leadership Board given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members.

Certification

Cheryl Cooper Perez, Charter President of CMHS Minority Alumni Council, and Saunja Terrell Burt, Charter Secretary of CMHS Minority Alumni Council certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Leadership Board on December 10, 2016.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Leadership Board on December 23, 2019.





Cheryl Cooper Perez, President

 Secretary