

BYLAWS OF THE
QUEEN ANNE HIGH SCHOOL ALUMNI ASSOCIATION

ARTICLE I. NAME

The name of this organization shall be the Queen Anne High School Alumni Association (QAHSAA), hereinafter referred to as the Association. It shall also be known as the Queen Anne Alumni Association and the Queen Anne Alumni.

ARTICLE II. PURPOSE

The Association is organized exclusively for charitable, literary or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The purpose of this Association is to promote public education through the establishment of endowments; to continue the active role of Queen Anne High School in the community; to promote fellowship among alumni, teachers and friends of Queen Anne; and to honor and keep alive the name of Queen Anne High School. Notwithstanding any provision of these Bylaws, the Association shall not engage in any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. This Association is not organized for profit, and no part of the net earnings shall inure to the benefit of any private shareholder.

ARTICLE III. MEMBERSHIP

Section 301. All former students and staff of Queen Anne High School are members of this Association.

Section 302. The membership lists of the Queen Anne High School Alumni Association are for the use of the Association and the reunion committees only. They are not to be used for private, political, or business use of any kind.

Section 303. Letters to alumni may be forwarded to them through the Association auspices. The envelope, containing the letter, must contain return address, the name of the person to whom the letter is addressed, and have the correct postage and be enclosed in a larger envelope addressed to the Alumni Association.

ARTICLE IV. OFFICERS AND BOARD OF DIRECTORS

Section 401. All affairs of the Queen Anne High School Alumni Association shall be the responsibility of the Board of Directors. Officers shall be elected annually by the Board of Directors.

Section 402. The Board of Directors of the Association shall consist of fifteen (15) members of the Association who shall be elected for three year terms, with one-third of the Board elected each year at the Annual Meeting; plus Honorary Members, as described in Section 405. The Board of Directors, by amendment of these Bylaws, may increase or decrease the number of Directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent or reducing the number of Directors to less than three.

Section 403. The officers of this Association shall be the President, Vice-President, Secretary, and Treasurer. All the officers must be Directors of the Association.

Section 404. Any member of the Board of Directors may be replaced by a two-thirds (2/3) vote of the Board.

Section 405. A position of Honorary Board Member may be designated by the Board; a past Board Member who has distinguished him or herself for the betterment of the Association. Such Honorary Member shall have all rights and privileges of an elected Board Member.

ARTICLE V. ELECTION OF BOARD OF DIRECTORS AND OFFICERS

Section 501. Previous to the Annual Meeting, the Board of Directors shall appoint a nominating committee of at least three (3) persons to nominate for each Board vacancy at least one individual who has indicated a willingness to serve if elected.

Section 502. The nominating committee shall report its findings to the membership at the Annual Meeting, at which time additional nominations may be made from the floor and the election of the Board members will take place. Voting shall be by ballot except in cases where the name of only one candidate is submitted for each position, in which case the Secretary may be instructed to cast an elective ballot.

Section 503. Such Board members shall serve until their successors are elected.

Section 504. The Board of Directors shall have the power to fill any vacancy on the Board for the remaining term of office.

Section 505. Officers will be elected by the Board of Directors at the first meeting of the Board following the Annual Meeting. This meeting shall be held within sixty (60) days following the Annual Meeting. Vacancy in office shall be filled by special election held at the meeting of the Board of Directors following the announcement of the vacancy.

ARTICLE VI. DUTIES OF OFFICERS AND BOARD OF DIRECTORS

Section 601. The President shall preside at all meetings, enforce the Bylaws, appoint standing and special committees (except the nominating committee) subject to the approval of the Board of Directors, have general supervision of the interests of the Association, and shall be ex-officio member of all committees, except the nominating committee.

Section 602. The Vice-President shall preside in the absence of the President.

Section 603. The Secretary shall keep a record of all the proceedings of the Association and the Board of Directors, and shall take care of the correspondence as necessary or as directed. The Secretary shall provide a copy of previous month's minutes to each Board Member and a copy for the archives.

1. A Corresponding Secretary may be appointed. The duties will be: to pick up mail from the Post Office; to direct mail to the proper people; to respond to appropriate correspondence; to bring any necessary correspondence to the Board's attention; and other duties as requested by the President.

Section 604. The Treasurer shall: (1) receive all monies and disburse same as directed by the Board of Directors; (2) Deposit all receipts in bank account(s); (3) Keep Scholarship funds in a separate interest bearing account(s); (4) Keep all financial records in accordance with accepted accounting procedures; and (5) present an income and expense and financial condition statement at the end of the fiscal year and at such interim dates as required. Two signatures are required for any check over \$500.00 (Five Hundred Dollars). Authorized signatures will be on file at banks where funds are deposited.

Section 605. The membership committee, appointed by the Board of Directors, shall receive and record mailing lists (addresses) including additions, corrections or revisions from Class Reunion Committees and prepare membership records in permanent form.

Section 606. To the fullest extent not prohibited by the Washington Nonprofit Corporation Act, as it exists on the date hereof or is hereafter amended, a director and/or uncompensated officer of the corporation shall not be liable to the corporation or its members for any monetary damages for conduct as a director and/or officer. Any amendment to or repeal of this Section or amendment to the Washington Nonprofit Corporation Act shall not adversely affect any right or protection of a director and/or officer of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. This provision, however, shall not eliminate or limit the liability of a director or officer for:

1. Any breach of the director's or officer's duty of loyalty to the corporation or its members;
2. Any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
3. Any unlawful distribution;
4. Any transaction from which the director or officer derived an improper personal benefit; or
5. Any act or omission in violation of the Washington Nonprofit Corporation Act.

Section 607. To the fullest extent not prohibited by the Washington Nonprofit Corporation Act, as it exists on the date hereof or is hereafter amended, the corporation shall indemnify any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director of the corporation.

This section shall not be deemed exclusive of any other provisions or insurance for the indemnification of directors, officers, employees or agents that may be included in any statute, bylaw, agreement, resolution of shareholders or directors or otherwise, both as to action in any

official capacity and action in any other capacity while holding office, or while an employee or agent of the corporation.

ARTICLE VII. MEETINGS

Section 701. The Annual Meeting shall be held in the Fall at a time and place set by the Board of Directors. Other membership meetings, as necessary, may be called by the President, or upon written request of three members of the Board of Directors. The purpose of the meeting shall be stated in the notice.

Section 702. Meetings of the Board of Directors shall be held at such times and places as deemed necessary, to be called by the President or upon written request of three members of the Board. Each Director shall receive notice of all meetings of the Board at least three (3) days prior to the meeting. Such notice may be by mail or by personal communication by telephone. All meetings of the Board of Directors and any committee, except the nominating committee, shall be open to all members of the Association.

ARTICLE VIII. QUORUM

Section 801. Any number of members of the Association attending the Annual Meeting shall constitute a quorum.

Section 802. A majority of members of the Board of Directors shall constitute a quorum at a meeting of the Board.

ARTICLE IX. FINANCES

Section 901. No membership dues or assessments shall be required, all contributions to this Association being on a strictly voluntary basis. This may be amended if the operation of the Association requires withdrawals from any reserve fund.

Section 902. No expenses to this Association shall be incurred by any persons or group of persons without the written authority of the Board of Directors. Any person or group of persons incurring such expense or obligation without specific authority shall be held personally liable for said expense.

Section 903. The goal of the Queen Anne High School Alumni Association is to have a Scholarship Endowment Fund. This fund would be used to award scholarships from the interest paid on the fund. A College Scholarship and a Vocational Scholarship, each in the amount of \$500.00 (Five hundred dollars) will be awarded each year. Additional scholarships may be awarded by the Board if funds are available. Scholarship Endowment funds shall be kept in a separate interest bearing account or accounts. Withdrawals from this fund shall require two (2) signatures from among the authorized signers.

Scholarships are subject to the followings rules:

1. Each scholarship applicant must have a definite plan to continue his or her education and submit an application furnished by the Association.
2. The Association shall appoint a Scholarship Committee which shall meet to make the selection for each scholarship together with an alternate if the first student for some reason cannot accept the Scholarship. If necessary there may be more than one meeting.
3. The funds for each scholarship shall be available before the Committee makes the selection or selections.
4. No Scholarship Committee member shall have a vote in selection of a recipient who is a family member.
5. One Vocational Scholarship as given by the Association will be known as the Maxine Amundson McMahan Scholarship.

Section 904. THE KUAY and THE GRIZZLY'S DEN are published yearly by the Queen Anne High School Alumni Association for members and friends of the association. The publication costs are funded from donations to the Association activities and from Association approved advertising in THE KUAY. The published contents are generally about Queen Anne High School graduates, their reunions, scholarships, and letters to the editor. Articles not concerning Queen Anne High School or its graduates are discouraged.

ARTICLE X. DISSOLUTION

Upon the winding up and dissolution of this Association, after paying or adequately providing for the debts and obligations of the Association, the remaining assets shall be distributed to the Seattle Public School District Scholarship Fund to be awarded as Queen Anne High School Alumni Association Scholarships.

ARTICLE XI. AMENDMENTS

The Bylaws may be amended at the Annual Meeting of the Association or at any meeting of the Board of Directors by a two-thirds (2/3) vote of the members present, providing the proposed amendment or amendments are included in the call for the meeting at which they are to be presented.

ARTICLE XII. AUTHORITY ON PROCEDURES

Robert's Rules of Order, Revised, and Robert's Parliamentary Law shall apply on all questions of procedure and parliamentary law not specified in these Bylaws.

Adopted: November 24, 1981
Revised: October 19, 1983
Revised: September 24, 1987
Amended: October 13, 1988
Amended: January 17, 1994
Amended: September 25, 1995
Revised : January 15, 1996
Revised: June 18, 2001

Approved by the Board of Directors on June 18, 2001

(s/Barbara Nelson)
(President)

(s/Pat Standard Woodhouse)
(Secretary)