



BY-LAWS OF THE COE-BROWN NORTHWOOD ACADEMY ALUMNI ASSOCIATION

Proposed for Amendment: June 12, 2010

MISSION STATEMENT

The purpose of the Alumni Association is to provide a lifelong relationship of assistance and benefits to Coe-Brown Northwood Academy (hereinafter referred to as “CBNA” or “the Academy”) and support the efforts to prepare students to be responsible, caring and contributing members of the global society. The objectives will be to:

- Strengthen ties and contacts between the Academy and its Alumni
- Increase contact and fellowship among Alumni
- Support student activities at the Academy
- Support the quality educational programs offered at the Academy
- Assist the Academy in obtaining financial resources to support its mission
- Provide historical information about the Academy and maintain school memorabilia

ARTICLE I **Name and Address**

The name of the organization shall be the Coe-Brown Northwood Academy Alumni Association (hereinafter referred to as “the Association”). The mailing address of the Association shall be the same address as Coe-Brown Northwood Academy, which is 907 First New Hampshire Turnpike, Northwood, NH 03261.

ARTICLE II **Membership**

Section A - Membership

Any person interested in the mission objectives of the Association may become a member upon payment of the annual dues.

Section B – Membership Classes

1. **Regular Member**: Open to any graduate of CBNA, who complies with the Rules of the Association and pays annual dues shall be considered a member in good standing. Regular members are allowed to vote and hold officer positions.
2. **Associate Member**: Any individual who received part of their education from the Academy, any individual who has not attended CBNA such as parents, faculty, spouses of regular members, and other friends of the Academy who wish to promote the ideals of the Association and pay annual dues shall be considered a member in good standing. Associates members are allowed to vote but cannot hold an officer position.

3. Honorary Member: Membership shall be conferred on individuals who have significantly contributed to the advancement of the Academy. The Executive Board shall nominate individuals for a confirmation vote by the members of the Association at the Annual Meeting. Honorary members are exempt from paying membership due, may raise and debate issues but cannot vote or hold officer positions.

Section C – Dues

The Executive Board will set a fee for Regular and Associate members. The dues can be increased following a vote of the Executive Board. Annual dues shall be due by August 1st of each year to correspond to the fiscal and operating year which runs from August 1st to July 31st. The rate established in July of 1987 for annual dues is \$5.00 for age 59 and younger and \$3.00 for age 60 and over. Dues will be paid in advance, covering the next fiscal operating year.

ARTICLE III **Organization**

Section A – Executive Board

The governing body of the Association shall be an Executive Board consisting of the following:

Officers:

President
Vice President
Recording Secretary
Corresponding Secretary
Treasurer
Scholarship Chair

Other:

Three to Five Members At Large
Three to Five Alternate Members At Large
Historical Preservation Chair
Director of Development & Alumni Affairs

The Executive Board shall be elected at the Annual Meeting of the Association. All Officers shall be elected annually, with the exception of the President and Vice President whose terms shall be two (2) years and the Treasurer whose term shall be for three (3) years. The term will begin at the beginning of the new fiscal period (August 1st). There are no limits to the number of terms a member may serve on the Executive Board.

The Scholarship Chair will serve a three (3) year term not to be concurrent with that of the Treasurer.

The Executive Board may appoint an alternate for each Member At Large, and such alternates may attend and vote at Executive Board meetings in the absence of the Member At Large.

Executive Board members, with the exception of Alternate Members At Large, are required to be physically present at a minimum of seventy-five percent of the Executive Board meetings, coinciding with the one year term beginning August 1st, unless prior approval to each meeting for an excused absence is obtained from the President. Excused absence is defined as a circumstance beyond control such as illness, travel schedule, jury duty, or holiday. No more than four excused

absences shall be granted within a term year or the Executive Board member shall be subject to removal from office as defined in Section D below.

Section B – Board Officer and Duties

President

The President shall preside at all meetings of the Association and the Executive Board, and shall appoint all committees. The President shall be the chief operating officer of the Association and empowered to sign such documents as may be required in the performance of the Association duties. The President shall be the second signatory on the Association checking and investment accounts. He/she shall exercise general supervision over its Officers and Executive Board and shall be the chief spokesperson for the Association in issuing policy statements. The President may only be a Regular Member.

Vice President

The Vice President shall act for the President at his/her discretion or absence and perform other duties as may be assigned by the President. The Vice President may only be a Regular Member.

Recording Secretary

The Recording Secretary shall keep minutes of all meetings of the Association and the Executive Board and be responsible for all business correspondence of the Association. He/she will be responsible for recording appointments and election of Officers and Executive Board members. The Recording Secretary will also be the custodian of all business records, including minutes, committee reports and documents produced by the Association and the Executive Board. The Recording Secretary may only be a Regular Member.

Corresponding Secretary

The Corresponding Secretary shall be responsible for the collection and dissemination of news of the Association regarding members and the activities of the Executive Board. He/she will also be responsible for coordinating news releases, including the Association's Annual Newsletter and CBNA Visions, with the Director of Development & Alumni Affairs. Approval from the Executive Board shall be obtained prior to any news release or publication. The Corresponding Secretary may only be a Regular Member.

Treasurer

The Treasurer shall be responsible for the financial records of the Association, maintaining records of income, expenses, disbursements and investments and shall provide an annual report of such to the Association at its Annual Meeting. The Treasurer shall be the first signatory on the Association checking and investment accounts. All financial documentation will be in conformance with Federal and State requirements. The Treasurer will be responsible for maintaining the Association as a non-profit entity in good standing with the State of New Hampshire, including filing an annual report and fees, as well as every five years updating the non-profit status. As a non-profit organization with

annual revenue of \$25,000 or less, the Treasurer will be responsible for annually filing a 990N form with the Internal Revenue Service. The Treasurer may only be a Regular Member.

Scholarship Chair

The Scholarship Chair will be responsible for facilitating the annual scholarship process under the following guidelines: complete an annual review of the scholarship application, evaluation checklist, and criteria for award and propose recommended revisions to the Executive Board for approval; coordinate with CBNA Guidance Office respective to the distribution and return date deadline requirements; coordinate with the Executive Board for determining number of scholarships and values to be awarded, ensuring a minimum balance of \$80,000 remains in the fund; organize a scholarship selection meeting with the Scholarship Committee to review the applications and select the recipients; forward a list of recipients to CBNA Guidance Office and Director of Development & Alumni Affairs for publication; obtain grades from scholarship recipients; coordinate disbursement with Treasurer; send out letters with checks to recipients; and inform Executive Board of disbursements. The Scholarship Committee shall consist of the Executive Board. The Scholarship Chair may only be a Regular Member.

Members At Large

The Members At Large are members of the Executive Board and shall assist the Officers in carrying out Association business as assigned by the President. There shall be three to five Members At Large. The Executive Board may appoint an alternate for each of the Members At Large, and such alternates may attend Executive Board meetings and may vote in the absence of the Member At Large. The Members At Large and alternates may be Regular or Associate Members.

Historical Preservation Chair

The Historical Preservation Chair will be responsible for maintaining historical information about the Academy, including school memorabilia, in conjunction with the Academy's Development & Alumni Affairs Office. The Historical Preservation Chair may be either a Regular or Associate Member and sit on the Executive Board.

Director of Development & Alumni Affairs—Ex Officio

The CBNA Director of Development & Alumni Affairs shall act as a liaison between the Alumni Association and the Development & Alumni Affairs Committee of the CBNA Board of Trustees. The Director of Development & Alumni Affairs may only participate in debates and discussions at Alumni meetings, will be exempt from paying annual dues, and will have no voting or motion making privileges.

Section C – Resignation

Any member of the Executive Board may resign by tendering a letter of resignation to the President. The President may resign by tendering resignation to the Executive Board.

Section D – Removal from Office

Any Executive Board member who fails to perform the duties of the office to which he/she has been elected may be removed from office by a two-thirds vote of the Executive Board.

Section E – Vacancies

If the President resigns or is removed from office, the Vice President will assume the duties of the President for the remainder of the existing term. If the Vice President, Recording Secretary, Corresponding Secretary or Treasurer resign or are removed from office, the President will nominate to the Executive Board individuals to fill the vacancy for the remainder of the existing term. The individual will enter the office upon the majority vote of the Executive Board.

ARTICLE IV

Fiscal Year and Financial Responsibilities

The operating and fiscal year of the Association shall begin on August 1st and end on July 31st. The Treasurer shall be the first signatory on the Association checking and investment accounts. The President shall be the second signatory on the Association checking and investment. All financial documentation will be in conformance with Federal and State requirements. A two-thirds majority vote of the Executive Board shall be required to move any Association bank or investment account. Any Association transaction greater than \$500 shall require signatures of both the President and Treasurer.

ARTICLE V

Meetings

Section A – Regular Meetings of the Executive Board

The Executive Board shall meet at least quarterly or upon the call of the President. Agendas for each meeting will be provided prior to the meeting to each member, if feasible.

Section B – Annual Meeting

The Annual Meeting of the Association shall be at a time and place designated by the Executive Board, generally the second Saturday in June, but prior to the end of the fiscal year on July 31st.

Notice of the Annual Meeting shall be provided to all members by the most appropriate method.

The Executive Board shall prepare a written report of their years work for presentation at the Annual Meeting and for incorporation into the Recording Secretary's records. The Treasurer's audited report shall be on file and available to the Association membership at the Annual Meeting.

ARTICLE VI

Parliamentary Authority

The most current edition of the Robert's Rules of Order shall govern the conduct of all Association and Executive Board meetings except where they may conflict with these By-Laws.

ARTICLE VII
Conflict of Interest

Conflict of Interest Statement as adopted on February 17, 1999

Any possible conflict of interest on the part of any member of the Board, or officer of the Coe-Brown Northwood Academy Alumni Association shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where a transaction involves a Board member, trustee or officer exceeds five hundred dollars (\$500.00) but is less than five thousand dollars (\$5,000.00) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5,000.00) in a fiscal year, than a two-thirds vote of the disinterested director and publication in the required newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Board will be advised of this policy upon entering the duties of his or her office. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement.

ARTICLE VIII
Amendments of the By-Laws

Amendments to these By-Laws must be presented and voted upon at the Annual Meeting. Amendments shall be passed upon the affirmative vote of two-thirds (2/3) vote of the members present at the Annual Meeting.

ARTICLE IX
Dissolution of the Association

In the event of the dissolution of the Association, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property and assets of the Association shall go and be distributed to Coe-Brown Northwood Academy so that the business properties and assets of the Association shall then be used for, and devoted to, advancing the cause of education at Coe-Brown Northwood Academy. In no way shall any of the assets or property of the Association, or the proceeds of any of the assets or property, in the event of dissolution, go or be distributed to members, either for the reimbursement of any sums described, donated, or contributed by such members, or for any other such purpose, it being the intent in the event of the dissolution of the Association, or upon its ceasing to carry out the object and purposes herein set forth, that the property and assets then owned by the association shall be devoted to the non-profit charitable purpose of advancing the cause of education at Coe-Brown Northwood Academy.

ARTICLE IIX
Revision History of the Bylaws

- **June 1976** First Draft
- **Unknown Date** Changed Members-at-Large term from 3 year of annual re-election

- **July 1987** Addition of Scholarship Chair and Responsibilities
Established rate of Association dues (\$5.00 and \$3.00)
Addition of Member representation from “three” to “three to five”
- **June 18, 1994** Established minimum balance for scholarship fund amount (\$55,000)
- **June 1997** Addition of Alternate-At-Large-Members
- **June 9, 2001** Treasurer’s term of office from one year to three years
- **June 9, 2001** Scholarship term of office from one year to three years
- **June 9, 2001** Operating and Fiscal year changed to August 1st through July 31st
- **June 12, 2001** Added Appendix A Conflict of Interest Statement, adopted 2/27/1999

Proposed:

- **June 12, 2010** Updated: Mission Statement and Dissolution of the Association; Membership and Executive Board duties, including President to be second signatory and Treasurer to be first signatory on checking and investment accounts; Vice President term changed from one year to two years; Corresponding Secretary to coordinate news releases, with approval from the Executive Board prior to any news release or publication; Scholarship Chair to be a Regular Member and Executive Board Officer; ensure a minimum balance of \$80,000 remains in the scholarship fund; Associate Member has voting authority – cannot hold officer position; Annual Newsletter to be included in CBNA Visions Magazine; invitations to the Annual Meeting and Banquet to be mailed to Alumni thru the CBNA Development & Alumni Affairs Office; mailing address of the Association changed to 907 First New Hampshire Turnpike, Northwood, NH 03261. Added: Historical Preservation Chair and Director of Development & Alumni Affairs positions; Treasurer to keep the Association in good standing with the New Hampshire Secretary of State Office and Internal Revenue Service; two signatures required on any Association transactions over \$500; and two-thirds vote of the Executive Board to move any bank or investment accounts.