

THE BY-LAWS AND RULES
OF OPERATION OF THE
CENTRAL HIGH SCHOOL ALUMNI AND SUPPORTERS ASSOCIATION, INC.
AS AMENDED ON December 14,2017

ARTICLE I NAME
AND OFFICES

SECTION I - NAME: The name of this organization is the Central High School Alumni and Supporters Association, Inc.

SECTION II - OFFICES: The office of the Association shall be at
Central High School,
5728 Highway 58
Harrison, Tennessee 37341,
Hamilton County, Tennessee.

ARTICLE II
OBJECTIVES AND PURPOSES

The organization is formed exclusively for the following purposes:

- 1) The Association is dedicated to, and operated exclusively for, non-profit purposes and to further promote the welfare and interest of the students of Central High School, Harrison, Tennessee.
- 2) The Association shall only conduct, or carry on activities permitted to be conducted or carried on by an organization exempt under 501C3 of the Internal Revenue Code and Regulations.
- 3) The purposes of which the Association is organized are exclusively within the meaning of 501C3 of the Internal Revenue Code of 1986 or the corresponding provisions of any future United Stated Internal Revenue laws.

SECTION III - ELECTION AND TERM OF OFFICE:

- A) The elected officers of the Association shall be elected at the annual meeting of the membership of the Association in January of each year.
- B) The term of said officers shall be for one (1) year.
- C) Said officers shall be eligible to succeed themselves upon election by the members.

SECTION IV - REMOVAL: Except for the provisions of Section VI of this Article, an officer may be removed for cause by a vote calling for such removal by two-thirds (2/3) vote

of the members present at a regularly scheduled meeting of the Association.

SECTION V - ABSENCE: An officer shall not accept office unless that person is committed to attend all meetings called.

SECTION VI - DUTIES OF ELECTED OFFICERS

The duties and powers of the elected officers of the Association shall be as follows:

:

(A) PRESIDENT

1. The President shall be the chief executive officer of the Association and it shall be his/her responsibility to supervise and coordinate the activities of the organization and to preside at its meetings. He/she shall be the spokesperson for the organization and whenever practical, shall publicly appear for the Association and speak its policies.

2. He/she shall organize and schedule the annual meetings and the - monthly meetings of the Board of Directors. The Board can vote to skip a month if deemed appropriate. This shall be announced at the current meeting.

(B) VICE PRESIDENT

1. The Vice President shall assist the President in the performance of his/her duties and also shall perform such other duties as may be prescribed for him or her by the Board of Directors.

2. In case of the absence of the President, he/she shall act as chief executive officer of the Association!

3. In case of the death of the President or in the event of his/her resignation or removal from office, the powers and duties of the President shall devolve upon the Vice President who shall conclude the term of office of the President according to the provisions of these by-laws.

4. The Vice President, at the time of his/her election, shall be graduate of Central (1970 forward) if the President is a graduate of Central, (1969 or earlier) or vice versa, unless there is no candidate available from one or the other to run. In that case, the President and Vice President can be from the same era.

(C) TREASURER

1. The Treasurer shall be responsible for the maintenance and control of the financial records of the organization.
2. He/she shall collect the funds of the organization and collect all dues and deposit same in a depository designated by the Board of Directors.
3. He/she shall promptly pay the bills for the normal operational expenses of the organization.
4. He/she shall promptly distribute any checks for the allocation of funds approved by the Board of Directors for the purposes of supporting the goals and principles of the organization.
5. He/she shall in conjunction with the organization's accountant, prepare an annual budget and financial statement to show the accumulation and distribution of the Association's funds. Said document shall be presented to the Board of Directors at their annual meeting in January and shall be available to any qualified member of the Association upon request and posted on the website. This requirement may be waived by the Board when not practical due to lack of sufficient funds to warrant said budget.
6. He/she shall be bonded in an amount fixed by the Board of Directors under a surety bond by a duly qualified bonding company and shall be paid for by the association.
7. He/she shall present a written financial report as the regular monthly (unless changed by the board) meeting of the Association and will explain all funds received and expenditures made on behalf of the Association during that month.

(D) SECRETARY

1. The Secretary shall attend and keep minutes of all meetings in this organization and shall have such other powers and perform such other duties as are incident to the office of the Secretary or as may be assigned to him or her from time to time by the Board of Directors or by the President.
2. The minutes of the organization kept by the Secretary shall be kept in a notebook and shall be open for examination at all times by any duly qualified member of the Association and posted on the website.

ARTICLE III

BOARD OF DIRECTORS

SECTION I - QUALIFICATIONS

1. Only a regular member whose name is on the roll of the Association shall be qualified to be nominated and elected as a member of the Board of Directors.

2. The Board of Directors shall consist of eleven (11) duly qualified members, the officers of the Association and n, o, p, q, and a member from decades prior to 1969 and a member from decades after 1969, and the executive assistant to the president

3. The composition of the Board of Directors shall be as follows:

- a. The President of the Association.
- b. Vice President of the Association.
- c. Secretary of the Association.
- d. Treasurer of the Association.
- n. The president of the senior class.
- o. A representative of the PTO-Booster Clubs.
- p. Principal of Central High School.
- q. Legal counsel
- r. A member from decades prior to 1969
- s. A member from decades after 1969
- t. Executive assistant to the president (appointed by the president)

SECTION II POWERS:

1. The Board of Directors shall manage the business and affairs of the Association. Any act of a majority of the voting directors present at a meeting shall be the act of the Board of Directors.

2. The Directors shall have the authority to make the final decision as to which programs and activities should be implemented by the Association. Such decisions shall be made with the regular members of the Association being allowed a full opportunity to express their views and preferences.

SECTION III - TERM OF OFFICE:

Members of the Board of Directors shall be elected at the regular annual meeting of the Board of Directors in January and shall hold office for a period of one (1) year commencing with their election at said annual meeting.

SECTION IV -LIMITATION OF SERVICE:

The terms are not limited.

SECTION V - ABSENCE:

The Board of Directors shall be governed by the same rules pertaining to absence(s) applicable to officers in Article III, Section V.

SECTION VI - QUORUM:

At each meeting of the Board of Directors a majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business.

SECTION VII - MEETINGS:

The Board of Directors shall conduct an annual meeting in January of each year. Regular monthly meetings shall be held at a time and location determined by the President whenever the business of the Association so necessitates. All meetings shall be called upon written notice by the President. Notice shall be ten (10) days unless an emergency meeting is required and can be called on 24 hours' notice.

The program of said meeting shall be devoted primarily to the furtherance of the aims, purposes and objectives of the Association.

SECTION VIII - REMOVAL:

A director may be removed for cause by a vote calling for such removal by two-thirds (2/3) vote of the members of the Board of Directors

SECTION IX - ADJUNCT CLASS COUNCIL:

There shall also be a Class Council with one male and one female member representative of each of the classes of Central High School from its inception in 1907, if members are available, and willing to serve. Said representatives shall be elected by the respective classes and shall be non-voting members but shall be allowed to attend and participate in meetings of the Board of Directors. Their term of service shall be for a period of two (2) years. Their duties shall include obtaining and providing the names and addresses of living members of their respective classes to the Association and Central High School. This paragraph is subject to the availability of people willing to serve.

SECTION X - COMMITTEES OF THE BOARD:

All committees shall consist of two (2) or more members, shall be under the control of and serve at the pleasure of the Board of Directors, shall have charge of such duties as may be assigned to them by the Board or these By-Laws, shall maintain a permanent record of their actions and proceedings, and shall regularly submit a report of their actions to the Board, which shall ratify the actions of each Committee. The President, or his/her designee, shall serve on each committee as an ex-officio member.

SECTION XI - GENERAL PROVISIONS FOR STANDING COMMITTEES:

(A) Unless otherwise provided, the President shall appoint the members of all standing committees at each annual meeting of the Board, or as soon as practicable thereafter, to hold office for a term of one (1) year, commencing immediately following the meeting at which they are appointed and qualified, or until their earlier death, resignation or removal. Committee members do not need be members of the Board of Directors, but shall be selected, based on their expertise and familiarity with respect to the subject matter of the committee to which they are appointed.

(B) The President shall appoint all chairs of all standing committees from among the membership of the Board of Directors.

(C) A member of a standing committee may resign at any time by giving notice to both the President and the chair of the committee from which the member is resigning.

(CD) The Board may remove a member of a standing committee when in its judgment, the best interests of the Association will be served by such removal.

(E) The President shall fill all vacancies in the chairs and membership of standing committees.

(F) Meetings of the standing committees may be called by their respective chairs or by the President. Each committee shall meet as often as is necessary to perform its functions.

(O) Each standing committee may adopt rules for its own governance, provided such rules are not inconsistent with the law, the Charter, or the By-Laws.

(H) A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any committee meeting. The act of a majority of the members of a standing committee present at a meeting at which a quorum is present, shall be the act of the committee.

ARTICLE IV

PUBLICATIONS

The organization shall distribute to the membership the following publications:

1. A quarterly newsletter informing the membership of the activities and projects of the Association.

2. A membership directory listing all current addresses of members of the Association, which shall periodically be updated.

ARTICLE V

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December each year.

ARTICLE VI

DISSOLUTION OF ASSETS

In the event the Association should dissolve, its physical assets should be sold and along with its liquid assets, they shall be distributed to Central High School, Harrison, Tennessee, for use as determined by a majority of the Board of Directors then in office.

ARTICLE VII

AMENDMENTS

SECTION I - NOTICE:

These By-Laws may be amended by a majority vote of the Board of Directors present and voting at any regular meeting of the board of directors, provided that copies of each proposed amendment shall have been mailed to all directors at least ten (10) days in advance of the meeting at which said action is proposed to be taken. Such amendment shall be posted to the association members for comment and then be affirmed by the board at the next regular meeting of the board.

SECTION II- WAIYER:

The notice as required by Section I of this Article can be waived by the unanimous vote of the members of the Board of Directors present and voting at said annual meeting.

ARTICLE VIII

NOTICE OF AMENDMENTS TO BY-LAW

When and if these By-Laws are amended, notice of said amendments shall be given to all members of the Association in good standing as soon as possible after adoption by the Board of Directors.

Said By-Laws were signed and approved by the undersigned officers and directors of the Central High School Alumni and Supporters Association, Inc. on the 17 December, 2017

Lucy M. Bottorff, PRESIDENT

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James B. Walker, VICE PRESIDENT

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Judy N. Phillips, SECRETARY

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Pam H. Miller, TREASURER

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CHARTER OF

CENTRAL HIGH SCHOOL ALUMNI AND SUPPORTERS ASSOCIATION

BRYANT HILL SOPS
SECRETARY OF STATE

The undersigned, being qualified to act as an incorporator, adopts the following charter for the purpose of organizing a not-for-profit corporation under the Tennessee Nonprofit Corporation Act:

1. The name of the corporation is:
Central High School Alumni and Supporters Association
2. This corporation is a mutual benefit corporation.
3. This corporation is not a religious corporation.
4. The initial registered office of the corporation shall be: Central High School, 5728 Highway 58, Harrison, Tennessee, 37341, Hamilton County, and its initial registered agent at that office is Jeanette Crawley.
5. The name of the incorporator is Jerry H. Summers and the address is 500 Lindsay Street, Chattanooga, Tennessee 37402-1490.
6. The street address and zip code of the principal office of the corporation is:
5728 Highway 58
Harrison, Tennessee 37341
7. The corporation is not for profit.
8. The corporation will have members.
9. The purposes for which this corporation is organized are as follows:
 - a) The corporation is irrevocably dedicated to, and operated exclusively for, nonprofit purposes and to further and promote the welfare and interests of the students at

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Central High School, Harrison, Tennessee.

b) Notwithstanding the other provisions of this Charter, the corporation shall only conduct or carry on activities permitted to be conducted or carried on by an organization exempt under Section 501(c)(7) of the Internal Revenue Code and its Regulations.

c) The purposes for which the organization is organized are exclusively within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

10. As a means of accomplishing the purposes for which it is organized, the corporation shall have the rights and powers now or later conferred upon corporations not for profit by the laws of the State of Tennessee, limited in certain respects as follows:

a) The corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would (1) prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(7) of the Internal Revenue Code of 1986, or (2) cause it to lose such exemption.

b) The corporation shall not be operated for the primary purpose of carrying on a trade or business for profit.

c) Except as may be permitted from time to time under Section 501 of the Internal Revenue Code, no substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent

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participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state or local laws.

d) The territory in which the corporation's operations are principally to be conducted is the United States of America; the corporation may conduct operations in foreign countries, subject, however, to the laws of Tennessee, or any restrictions or limitations under federal law.

e) The corporation is not being formed for any purpose for which there are other specific statutory provisions in the State of Tennessee concerning its formation and is not being organized for a purpose or purposes which require authorization under the laws or statutory regulations of the State of Tennessee.

f) But if this corporation shall undertake to do any of the things set forth above in any state other than Tennessee, in the District of Columbia, in any territory, colony or dependency of the United States, or in any foreign country or any colony or dependency thereof, then as to such jurisdictions and to each of them, this corporation shall be deemed to have such powers insofar as such jurisdictions respectively permit such corporations within their several respective jurisdictions to execute such powers.

11. Upon the dissolution of the corporation, the assets of the corporation shall be distributed to its members; provided,

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...over, that no part of the net earnings of the corporation shall inure to the benefit of any such member.

12. No director of the corporation shall incur any personal liability to the corporation or its members for monetary damages for any breach of his or her fiduciary duty as a director, provided, however, that this provision shall not eliminate or limit the liability of a director:

a) for any breach of the director's duty of loyalty to the corporation or its members;

b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or

c) for any unlawful distribution under Tennessee Code Annotated 48-58-304.

d) It is intended that these provisions provide for limitation of liability of the directors to the fullest extent permitted by law.

13. a) Any director or officer shall be entitled to indemnification or to advancement of expenses incurred by him in connection with any proceeding to which he is a party because he is or was a director or an officer of the corporation, arising out of his status as a director or officer; provided, however, that no indemnification may be made to or on behalf of any director or officer if a judgment or other final adjudication adverse to the director or officer establishes his liability:

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BRYANT HILL SAYS
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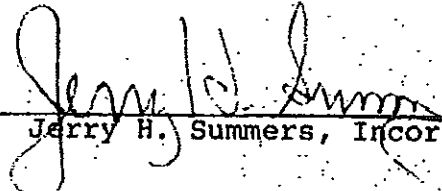
- 1) for any breach of the duty of loyalty to the corporation or its members;
- 2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
- 3) for any unlawful distribution under Tennessee Code Annotated 48-58-304.

b) It is intended that these provisions provide for indemnification and advancement of expenses of the directors and officers to the fullest extent permitted by law.

14. The provisions of this Charter are subject to amendment as provided under the laws of the State of Tennessee; provided that no provision shall be changed, modified or repealed in such a manner as to be inconsistent with the objects and purposes for which this corporation is formed.

15. All references in this Charter to the Internal Revenue Code shall include the Internal Revenue Code of 1986 as it now exists, future amendments to the sections cited, and corresponding sections of future laws, together with all valid regulations thereunder.

Executed April 8, 1991.



Jerry H. Summers, Incorporator

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ARTICLES OF AMENDMENT TO THE CHARTER OF

CENTRAL HIGH SCHOOL ALUMNI AND SUPPORTERS ASSOCIATION

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SECRETARY OF STATE

Pursuant to the provisions of Section 48-60-105 Tennessee Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Charter:

1. The name of the corporation is: Central High School Alumni and Supporters Association.

2. The text of each amendment adopted is: Articles 9, 10, and 11 of the Charter of the corporation are deleted in their entirety and replaced with the following:

9. The purposes for which this corporation is organized are as follows:

(a) This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(b) Specifically, this corporation is organized and is to be operated to support Central High School in Harrison, Hamilton County, Tennessee.

10. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make

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payments and distributions in furtherance of the purposes set forth in article 9 hereof. No substantial part of the activities of this corporation shall be carried on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

11. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Chancery Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine,

which are organized and operated exclusively for ^{corporate} purposes.

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3. The amendment was duly adopted on August 12, 1991 by the Board of Directors without member approval, as such approval not required, and without the approval by any other person or person pursuant to Tennessee Code Annotated Section 48-60-301, as such approval was not required.

CENTRAL HIGH SCHOOL ALUMNI AND SUPPORTERS ASSOCIATION

By: Jerry H. Summers
Jerry H. Summers, President