

BYLAWS OF DUDLEY ALUMNI ASSOCIATION, INCORPORATED

ARTICLE I – NAME AND LOCATION

This organization is, and shall be known as, Dudley Alumni Association, Incorporated, and shall be located in Greensboro, North Carolina.

ARTICLE II – PURPOSES

Section 1 – The purpose for which this Corporation is organized is as follows:

- a) To represent any and all persons who shall be Alumnus of the James B. Dudley High School in Greensboro, North Carolina;
- b) To sponsor consolidated reunions for these persons;
- c) To publish newsletters, brochures, posters, or any and all other forms of advertising for the Alumni;
- d) To collect, study and publish the history of Dudley High School and its Alumni;
- e) To establish scholarships for needy and deserving, Dudley High School graduates;
- f) To make gifts and donations to Dudley High School;
- g) To enter into such other and further purposes and alumni activities which may be lawfully conducted by a non-profit corporations in this state; and
- h) To recognize deserving individuals for their contributions to the school and to the Alumni Association.

ARTICLE III- MEMBERSHIP

Section 1 – Membership in the Corporation shall be of three classes: Member, Associate Member and Honorary Member.

- a) A Member shall be any graduate, certificate holder or person who attended James B. Dudley High School for a minimum period of one semester, and who has paid membership dues during the last or current fiscal year. Membership dues are waived for the current graduating class for one year.
- b) An Associate Member shall be the spouse of an Alumnus or any other person desirous of supporting the program of the Dudley Alumni Association and who has paid membership dues.
- c) An Honorary Member shall be any person in good standing (other than those members above) and who has been elected by the Corporation to show appreciation for services rendered and/or support given

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Section 2 – Associate Members may participate in discussions and have voting privileges. They cannot hold an Elected Office but can be appointed to an appointed position and serve on committees.

Honorary Members, may participate in discussion, but have no voting privileges and shall not be elected or appointed to any office.

Section 3 – Membership cards shall be issued to all financial members and will expire at the end of the twelve month period of that fiscal year. Honorary Members shall not be issued a membership cards.

ARTICLE IV-OFFICERS: ELECTION AND DUTIES

Section 1 – The Executive Officers of the Corporation shall be President, Vice President, Recording Secretary, Treasurer, and Financial Secretary. The appointed officers (by the above Executive Committee) are the Assistant Recording Secretary, Corresponding Secretary, Parliamentarian, Historian, and Chaplain. Other board members are Regional and Chapter Coordinators, Committee Chairpersons, an individual representative from Dudley, each individual class, PTSA, Booster Club and Hall of Fame / Hall of Distinction.

Section 2 – Nominee Criteria: To qualify as a nominee for an elected office, the nominee must be an active member, who has graduated from James B. Dudley High School; and, for two of the most recent three years preceding the fiscal year in which the election is to take place has actively participated in and supported the programs and activities of the Alumni Association; has attended the Annual Meetings of the Alumni Association; and is financial. The nominee's name must be submitted to the Nominating Committee. The Nominating Committee will verify that the nominee has the knowledge and skills for the specified office and meets all of the required criteria.

Section 3 – Election and Tenure of Officers:

a) All officers of the Corporation shall maintain financial status by payment of dues per fiscal year. All candidates for elected office shall be presented by the Nominating Committee and elected by secret ballot of the financial members at the Annual Meeting. Nominations will be taken from the floor. Officers will be elected every two years and shall be installed at the Annual Meeting, as the last item on the agenda, and assume office at the beginning of the fiscal year and may succeed themselves once. Appointed officers have unlimited tenure at the option of the Executive Committee but must maintain financial status.

b) If an officer fails to perform their duties, the Executive Committee reserves the right to relieve this officer of his/her duties by majority vote. In case of resignations, the Executive Committee reserves the right to accept the resignation. The Executive Committee shall find replacement(s) and submit names to the body for immediate voting. Voting shall take place during a special call meeting within two (2) months of the resignation.

Section 4 – Duties of Officers

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a) The President shall preside at all regular and special meetings, except during the election of officers, and shall have vote in case of a tie. She/he shall appoint the chairpersons of standing committees and ad hoc committees, and shall be an ex-officio member of all active committees except the Nominating Committee. At all times the President shall see that the bylaws are enforced and that all committees, appointed positions and affiliates properly function according to their duties and the bylaws.

She/he shall have the power to sign checks in the absence of the Treasurer or Financial Secretary and shall keep the spare mailbox keys.

b) The Vice President shall preside in the absence of the President and carry out all the duties assigned to the President, except signing checks. She/he shall focus on growth and development of the Corporation, be a liaison to and assist in developing all Chapters, shall appoint the chair of the Membership Committee, and make sure all duties are performed.

c) The Recording Secretary shall record the minutes of all meetings. She/he shall maintain a file of permanent copies of the Corporation's minutes, the Constitution and By-Laws, Robert's Rules of Order, and Standing Rules. She/he shall also call a meeting to order in the absence of the President and Vice-President, and shall preside. In the event the office of the President and Vice President becomes vacant, she/he shall convene a meeting.

d) The Assistant Recording Secretary shall act in the absence of the Recording Secretary to record minutes and handle matters of record.

e) The Corresponding Secretary shall attend to all correspondence of the Corporation. She/he shall notify all members of regular meetings and other meetings when necessary. She/he shall have a list of all officers, Executive Committee members, and general memberships. She/he shall read important correspondence or the gist of it at regular meetings.

f) The Financial Secretary may be bonded. She/he shall maintain all records of receipt of funds including details of disbursements and membership dues, issue membership cards, make an annual report to the body, and submit all records for audit at the end of the fiscal year. These records shall be kept in a ledger or electronic spreadsheet. The Financial Secretary shall be a signer of draft disbursements on the Corporation's checking account, and a signer for withdrawals from the Corporation's savings account when monies are withdrawn. A voucher must be submitted before monies are disbursed or withdrawn from the Corporation's checking or savings account.

g) The Treasurer may be bonded to receive all monies paid to the Corporation. All monies shall be bank-deposited by the Treasurer. She/he shall keep accurate, balanced records of all such monetary matters. Regular financial reports shall be made to the Executive Committee at quarterly meetings and annually at the Reunion General Meeting. There shall be two of three signatures (President, Financial Secretary or Treasurer) on all savings account withdrawals and checking account disbursements authorized by the Executive Committee. All bills from officers

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and committee members must be accompanied by a voucher or receipt(s) of expenditures before monies are disbursed. These transactions shall be recorded in a financial ledger or electronic spreadsheet.

h) The Parliamentarian shall be knowledgeable of the Constitution, Bylaws, Resolutions, and Rules of the Alumni Association, and shall give advice to the chair that will ensure that all business transactions of the Corporation are done in accordance with standard parliamentary rules and procedures (Robert's Rules of Order).

i) The Chaplain shall be director of all religious affairs pertaining to the organization when deemed necessary.

j) The Historian shall be responsible for documenting all events of the Dudley Alumni Association, Inc. since its inception. She/he shall work with the administration at Dudley High School as much as possible by preserving all documents pertaining to the history and legacy of the school.

ARTICLE V – STANDING COMMITTEES

Section 1 – Standing committee are as follows:

a) The Budget and Finance Committee shall prepare and present the annual budget, review and recommend ways and means to improve the financial operations of the Corporation. The Treasurer should be chairperson of this committee. The Membership Chairperson should be a member of this committee along with two other members (President and Financial Secretary).

b) The Social Action Committee shall: 1) keep the Corporation informed of community action pertaining to the Dudley Alumni Association, shall determine any course of action deemed necessary for the protection of the Dudley High School Legacy, and 2) give information of current civil rights issues and stimulate social action. This committee should suggest specific projects for the Alumni to engage in at Dudley each year.

c) The Membership Committee shall plan and implement plans necessary to increase membership in the corporation. Each class shall be represented on the Membership Committee by an appointed representative of each class. If one has not been appointed, then the Membership Committee shall secure a representative to provide and maintain a complete up-to-date membership roster of names, addresses, telephone number(s) and email. The chairperson shall arrange with the President, to have the current graduating class inducted at graduation. New Dudley graduates shall have their first membership cards placed in their diploma jacket upon graduation.

d) The Public Relations Committee shall be responsible for keeping members, the news media, the National Alumni Association, and the community informed of all activities pertaining to the Alumni.

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- e) The Scholarship Committee shall set guidelines for scholarship applicants, set guidelines for collection and distribution of funds for scholarship, recommend number of scholarships and amounts to be given each year, and administer scholarship programs to include selection of recipients.
- f) Constitution and Bylaws Committee shall be responsible for recommending proposed revisions to the Constitution and Bylaws; suggesting rule changes that may be pertinent to the progress of the Corporation and promote clearer understanding.
- g) The Program Committee shall formulate plans for yearly activities.
- h) The Reunion Committee shall be responsible for planning, organizing, and implementing the Alumni Weekend programs and activities.
- i) The Courtesy Committee shall monitor and send acknowledgements of deaths, births, illness, etc., to family, and alumni for record-keeping purposes.
- j) The Nominating Committee (appointed by the President) shall receive recommendations from active chapters for persons to serve the various offices. The list shall be presented to the Membership and elected by secret ballot at the Reunion General Meeting. Additional nominations may be made from the floor. Ballots shall be counted and tabulated and result vote made at this meeting.

Section 2 – Ad Hoc Committee shall be: Resolution, Homecoming, Credentials, Hospitality, Directory, Special Events, and any other committee deemed necessary and shall be appointed by the President as the need arises.

Section 3 – Auditing shall occur by the authority of the Executive Committee at the end of each fiscal year, and a copy of the audit furnished to each member of the committee. An Auditor, or Auditing Committee, shall be determined by the Executive Committee.

ARTICLE VI – STANDING RULES AND PROCEDURES

Each standing committee will develop a set of standing rules and policies as guidelines for fulfilling the committee's responsibilities as outlined in the Constitution and Bylaws of the Corporation. After approval by the Executive Committee, the rules and procedures will be adhered to by the respective committee until they are changed with approval of the Executive Committee.

ARTICLE VII – MEETINGS

Section 1 – The Executive Committee will meet quarterly – date and time designated by the body. Additional meetings may be designated by the President.

Section 2 – The Annual Meeting shall be held during the week of the Alumni Weekend (3rd weekend of July each year — when possible).

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Section 3 – The fiscal Year is October 1st to September 30th. The first meeting of the fiscal year will be in November.

Section 3 – Transition Meeting (Election Year) must be held during the last week of September; close books, finalize financial report, complete audit, turn over all receipt books and reconciled bank statements. Transfer all alumni documents to the incoming officers, i.e., secretary's books, membership information, committee documents, etc.

ARTICLE VIII – DUES

Section 1 – The local chapter membership dues shall be established by the local chapters.

Section 2 – The National dues shall be established by the National Executive Body.

Section 3 – Local and National dues shall be collected by the local chapters, where applicable, and submitted to the National Financial Secretary along with a membership application.

Section 4 – All dues collected after June 1st, shall apply to the upcoming year's membership.

ARTICLE IX – ANNUAL REUNION

Section 1 The Annual Reunion shall take place in the city of the National Headquarters, Greensboro, NC and shall include three days of activities during the third weekend in July, (when possible) known as "The Alumni Weekend." Should the National body wish to designate other locations, those locations shall be reviewed for consideration at the Annual General Meeting. 50 year classes should follow the guides as prescribed by the corporation. (See guidelines)

Section 2 – All expenditures necessary to the Annual Reunion Activities in terms of facilities, food service, bands and other activities, shall be negotiated by written contractual agreements with the responsible party.

Section 3 – Specific Reunion Committee shall be established for the Fund-raiser. Invitations, Souvenir Program Booklet, Picnic, Registration, Awards Recognition Banquet, Band, Facilities and Hotel Accommodation, Memorial Service, Reception-Social Hour and Food Service, Children's Entertainment, and Souvenir Committees. Standing Committees shall perform according to duties outlined.

Section 4 – The National Corporation shall not sanction any individual class hospitality suites or function that has not been approved the Executive Committee.

ARTICLE X – LEGAL COUNSEL

Section 1 – The Corporation shall retain Legal Counsel at its discretion, either by personal donations of services rendered or monetary compensation, in some instances at the discretion of the Executive Committee. The Committee reserves the right to terminate legal services retained

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by the Corporation, whether donated or monetarily compensated when such services do not serve the interest of the Corporation.

ARTICLE XI – GROWTH AND DEVELOPMENT

Section 1 – The Corporation should strive to increase membership with a combined effort of recruiting classes, developing chapters and regions, and maintaining an accurate Alumni Directory listing of these groups. The Vice President should coordinate with all classes, chapters and regions to encourage growth and development of the Corporation.

Section 2 – Should the Corporation grow and develop to size needed of an office room/suite or building, the Executive Committee shall locate a site or maintain such offices by rental or purchase, and this site shall be the physical National Office of all officers of the Association.

ARTICLE XII – CHAPTERS & CLASSES

Section 1 – Anyone desiring to organize a chapter must apply in writing and obtain the permission of the Executive Committee in writing.

Section 2 – Chapters may be organized where there are at least seven (7) interested alumni. They shall be known as charter members of the new chapter. All chapters shall be issued a Charter which shall be displayed at all meeting.

Section 3 – Chapters shall use the same criteria for membership as stipulated in Article III, Sec 4 of the Constitution.

Section 4 – Chapter Name will chosen by its members.

Section 5 – Chapter Election:

a) Chapters shall hold election of officers the same year as the national body. Officers shall be installed two months before the end of the fiscal year;

b) Nominees for chapter office must have been active and financial, at least a year, with the local chapter at the time of election;

c) Chapters shall elect President, Vice President, Recording Secretary, Treasurer, and other Officers deemed necessary by the chapter.

Section 6 – Chapter Bylaws: Each Chapter shall have bylaws to govern the conduct of Chapter business. Chapter Bylaws shall not conflict in any way with the National bylaws.

Section 7 – Chapter and Class Responsibilities – Each chapter and class shall:

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- a) Collect National dues and send with membership list to the National Financial Secretary;
- b) Keep financial and other records in manner prescribed by the National Corporation;
- c) Chapters shall be assessed fifty dollars (\$50.00) for Corporation annual affiliation fee.
- d) Make a written report at the Annual Meeting.
- e) Classes shall be assessed thirty dollars (\$30.00) for Corporation annual affiliation fee.
- f) All affiliates are required to use Scholarship Roll Call for accountability and duplication concerns.

ARTICLE XIII – REGIONS

Section 1 – Regions shall consist of geographical areas of the United States as designated by the Corporation, and Chapters shall be organized thereafter.

Section 2 – The Coordinator of the region shall be under the direction of the Executive Committee to organize Chapters. The Chapters shall have a President, Vice President, Recording Secretary, Treasurer, and other Officers deemed necessary to the region but no office shall be created which does not meet the approval of the National Office.

Section 3 – All Officers of the Region shall be elected by the Region during the same year as the National Officers. They shall have the same tenure of office and shall also be eligible for re-election.

Section 4 – Bylaws of the Region may operate under local bylaws as long as those bylaws are not in conflict with those of the National Alumni Association.

Section 5 – All Regional Chapters shall be assessed annually, an affiliation fee of fifty dollars (\$50.00) payable to the Corporation, in addition to membership fees, toward operational expenses of the Corporation.

Section 6 – Individual classes may join the Dudley Alumni Association, Inc. by paying an annual fee of thirty dollars (\$30.00). Until this fee is paid, they will not be affiliated with the local chapter or the National Alumni Association. Individual class members who pay National dues shall be affiliated.

Section 7- Individual classes wishing to participate during the Consolidated Reunion by reserving their own banquet room(s) and/or ballroom(s) at National Headquarters and shall encourage all classmates to become members of the Alumni Association.

Section 8 – Affiliated individual classes may plan and promote individual activities at their discretion. Providing these activities do not discredit, and are not destructive to, the Corporation.

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ARTICLE XIV – MONETARY COMPENSATION NON-PROFIT STATUS

Section 1 – All proceeds in the organization’s treasury will be used for scholarships for deserving Dudley students, projects that will be beneficial for the preservation of the Dudley Legacy, and to show appreciation to those who have served Dudley. A percentage of funds raised may be used for operation expenses as defined under the IRS tax non-profit exempt status as long as the stated purpose of the Corporation is adhered to.

Section 2 – In the event that the Corporation is dissolved, any remaining assets will be liquidated and resulting funds placed in scholarship funds at Dudley High School by legal distribution.

ARTICLE XV – AMENDMENTS

Section 1 – Amendments to the bylaws must be made during Reunion General Meeting session by a two-thirds majority vote of those present. Proposals for amendments may be made by Executive Committee or any financial members. Proposals must be submitted in writing to the Executive Committee 60 days prior to the Annual Meeting. The Committee will make copies available to all financial members through their newsletter a minimum of 30 days before voting. No part of these bylaws shall be amended or annulled except by the method herein described.

Constitution & Bylaws Committee:

Brenda D. James, James W. Carter, John Harris, Richard H. Bowling, Lola McAdoo,
Chairperson

Approved: Annual Membership Meeting July 14, 2012