



SONS & DAUGHTERS OF DOUGLASS, INC.

BY-LAWS

3RD REVISED EDITION

AUGUST 25, 2012

**BY-LAWS OF THE SONS & DAUGHTERS OF DOUGLASS, INC.
KINGSPORT, TENNESSEE**

ARTICLE I: NAME

The name of the Association shall be "THE SONS & DAUGHTERS OF DOUGLASS, INC." The Sons & Daughters of Douglass Alumni will hereafter be referred to as the Association.

ARTICLE II: PLACE OF BUSINESS

The principal place of business shall be in Kingsport, Sullivan County, Tennessee. Board meetings, official business of the Association, and reunion events, and other officially sponsored activities shall be conducted in regular business meetings a location designated by a majority of the Working Board of Trustees.

ARTICLE III: PURPOSE

Section 1: To keep alive the ideals and goals of the former Douglass High School; to celebrate its history and heritage in the community; to organize school reunions and social events for alumni, former students, and patrons of the former school.

Section 2: To conduct fundraising activities and to donate those funds to deserving high school and vocational students planning for or currently attending college or institutions of higher learning.

Section 3: To promote community group activities.

Section 4: To develop an effective non-profit body; to formulate projects and execute activities to achieve the goals stated above.

ARTICLE IV: MEMBERSHIP

Section 1: Any former student or patron supportive of the purpose of the Association stated herein, and who has paid the dues established by the Board, is eligible for membership in the Association.

Section 2: The membership dues shall be an amount determined by a majority vote of the Working Board of Trustees. The dues shall reflect the financial needs, goals and purposes of the Association as it conducts its business. Membership dues shall be paid on a date determined by a majority vote of the Working Board.

Section 3: Membership dues shall not be waived or substituted for any reunion registration fees. Dues and reunion registration fee(s) shall be paid to the Financial Secretary by all members of the Association, its Board of Trustees, its Executive Officers, and all others attending the reunion celebration.

Section 4: It shall be the responsibility of each Association Member to furnish a current mailing address and phone number to the Corresponding Secretary, and to notify the Corresponding Secretary of any changes to the information on file.

ARTICLE V: GOVERNING STANDARD

The Association shall adopt Roberts Rules of Order as its governing standards. The conduct of business meetings, the development and administration of Association policies shall follow Roberts Rules of Order. A copy of Roberts Rules shall be present at each meeting of the Working Board, for reference purposes.

ARTICLE VI: GOVERNING BODY

The Association shall have a three-tiered governing structure. They shall be called Association Members, the Working Board of Trustees (hereafter called the Working Board), and the Executive Board of Directors (hereafter called the Executive Board).

Section 1: Association members shall be former students of Douglass School, their descendants, or any person interested in the promoting the interest of the Association. Each member shall establish “financial eligibility” for membership by paying the regular dues. Thereafter, any Association member shall be entitled to attend regular business meetings of the Working Board. Only “financially eligible” members may participate in the election of the Executive Board of Directors and serve as members on a standing committee established by the Association.

(a) The Working Board shall handle the day-to-day/month-to-month financial and business responsibilities of the Association at regularly scheduled or special called meetings. The Board shall perform its work in consultation and cooperation with the Executive Board. Board policies shall be specific, and inclusive of the Association’s financial, social, economic, and administrative policy.

(b) A majority of Working Board members present shall constitute a QUORUM to conduct the business of the Association.

(c) The Working Board shall send a tribute to the family of deceased Association members. The tribute will be done by the Corresponding Secretary, or Association Member designated by the President. Financial remuneration will come from the Association Treasury through the Financial Secretary and Treasurer.

Section 2: The Executive Board of Directors shall consist of all elected Officers of the Association. They shall be members of the Working Board and the President of the Association shall preside at all meetings. For more detailed duties and responsibilities of the Executive Officers. **(See Article XI).**

ARTICLE VII: MEETINGS

Section 1: The Association shall conduct regular business meetings that are scheduled by the President and the Board. The President shall ensure that a notification of all scheduled meetings is sent out to Board members either by mail or by electronic mail. If a special call meeting is scheduled, a telephonic notification shall be adequate.

Section 2: A copy of all annual reports by elected Executive Officers, and the reports of Standing & Special Committee Chairpersons, shall be submitted in writing to the Recording Secretary to be filed in the archives.

Section 3: The Association shall purchase all financial and recording books and the same shall be the property of the Association. Upon request by the President, the books shall be submitted for inspection.

ARTICLE VIII: DUTIES OF THE WORKING BOARD OF TRUSTEES

The Working Board will implement initiatives approved by the Association. Their policies shall be specific, and inclusive of the Association’s financial policy, social policy, economic policy, and administrative policy, and will follow the procedures of Roberts Rules of Order.

ARTICLE IX: THE ELECTED EXECUTIVE BOARD OFFICERS

The Executive Officers of the Association shall be the only elected officials of the Association. These individuals shall be elected by the Association membership. The Executive Board Officers are: President, Vice-President, Financial Secretary, Treasurer, Recording Secretary, Correspondence Secretary, Chaplain, and Sergeant-At-Arms.

ARTICLE X: EXECUTIVE BOARD OF DIRECTORS

The Officers on the Executive Board of Directors shall serve a two year term. No Officer shall serve more than two consecutive terms (a total of 4 years) in the same office. Election of the Executive Officers shall be held on a date that is near the scheduled reunion date. The election shall be held within one month (31 days) either BEFORE or AFTER the scheduled reunion date. Any Executive Officer, who has served more than half a term in office, is considered to have served a full term in office.

ARTICLE XI: DUTIES OF ELECTED EXECUTIVE BOARD OFFICERS

Section 1: The President shall serve in a dual capacity as President of the Executive Board of Directors and President of the Association. This individual shall preside within the guidelines of the By-Laws and regulations of the Association. This individual shall preside at all meetings of the Association, all called special meetings of the Association upon proper petition by the members, or at other times as his/her judgment requires. This person shall appoint the Chairperson of each standing committee. Other committee members shall be nominated from the floor. The President shall be an ex-officio member of

ARTICLE XI: DUTIES OF ELECTED EXECUTIVE BOARD OFFICERS (cont.)

all committees, except the nominating committee. The President shall appoint such special committees as authorized by the body. This individual shall render a condensed annual report.

Section 2: The Vice-President shall be considered as Vice-President of the Association, and shall assume and perform the duties of the President in his/her absence or disability. In the event of resignation or death of the President, he/she shall become President for the unexpired term.

Section 3: The Financial Secretary shall be responsible for disbursement of monies to pay all bills, fees, etc., of the Association. He/she shall make a report at each regular meeting of the Working Board. This individual shall keep accurate records and receipts of all monies disbursed. A majority vote of the body may call for a special report.

Section 4: The Treasurer shall be the custodian of Association funds. The Treasurer shall keep up-to-date financial records of bank statements, money distributed to the Financial Secretary to pay bills and meet other financial commitments. This person shall make an annual written or typed report to the Association. A majority of the body may call for a special report.

Section 5: The Recording Secretary shall keep complete minutes of the meetings of the Board, and/or other events as designated by the President.

Section 6: The Correspondence Secretary shall be responsible for maintaining an active list of Board Members, and Association Alumni Members. This information shall not be shared with any other Board Member, any Alumni, or any person outside the Association, without the permission of the member.

The Correspondence Secretary shall send notices to all Association Members pertaining to:

- (a) any association correspondence deemed necessary by the President;
- (b) the dates of scheduled association activities;
- (c) tributes to the families of deceased Association Alumni Members (coordinated with the Financial Secretary/Treasurer, if a financial remuneration is needed).

Decisions regarding financial remuneration shall occur at a meeting of the Board so that the action can be recorded in the Association minutes by the Recording Secretary.

Section 7: The Chaplain shall open and close the Working Board meetings with prayer. The Chaplain will also serve the same purpose at other meetings pertaining to Association business, as designated by the President at other occasions. In the event the elected Chaplain is not present; the President shall designate a member or other person to temporarily perform the duties of the Chaplain.

Section 8: Sergeant-At-Arms shall assist in preserving order as the President may direct. In a convention or large meeting this officer is in charge of keeping order. He may handle certain physical arrangements in the meeting as well, such as being responsible in some cases for seeing that the furnishings are in proper order for each meeting.

Section 9: The election of Board Executive Officers shall be either by a show of hands, or by secret ballot.

ARTICLE XII: COMMITTEES

The Committees of the Association shall be the Nominating Committee, the Event Planning Committee, the Scholarship Committee, and the Registration Committee. The number of persons on each committee is indefinite. However, if the committee consists of one person, that person shall be named the Committee Chairperson. Committees shall make their recommendations to the Working Board, which will decide on the appropriate action by a majority vote.

Section 1: The duties of the Nominating Committee shall be to obtain candidates for the Executive Offices of President, Vice-President, Recording Secretary, Correspondence Secretary, Chaplain, and Sergeant-At-Arms. These names will be presented to the Board prior to the date of the Election of Executive Officers.

Section 2: The duties of the Event Planning Committee are to select a site for the reunion, along with the menu and catering service. The committee shall be tasked with planning other Association activities as necessary, by the President.

Section 3: The Registration Committee shall register members in advance, or on site for the reunion, distribute membership cards, information, and guest packets at registration site.

Section 4: The Scholarship Committee shall receive applications and as necessary, interview candidates prior to the award of Association Scholarships. The work of this committee shall be treated as confidential until it submits its recommendations to the Working Board for final action. The committee shall adhere to the following general guidelines when selecting scholarship candidates:

- (a) Candidates must be a Douglass Alumni descendant;
- (b) Candidates must be currently enrolled in college or a senior in high school who is planning to attend college or a vocational school;
- (c) Funds will be disbursed to a college of recipient's choice;
- (d) The Scholarship Committee will coordinate with the Working board in setting the final date for the receipt of scholarship applications.

ARTICLE XIII: QUORUM

A quorum of the bi-annual meeting shall be two-thirds of the registered members to the reunion to transact business.

ARTICLE XIV: ACCOUNTABILITY & INTERNAL CONTROLS

Regular business meetings of the Sons & Daughters Alumni Association Working Board and the Executive Board shall be public meetings. Media outlets shall be allowed to cover and to report on Alumni Board meetings, to broadcast them live, to publish and broadcast information from the Alumni Board meetings on the Sons & Daughters Alumni website or any other news medium. The Association reserves the right to restrict coverage of meetings when the Board meets in executive session. Additionally, the Association shall not permit the release of information pertaining to an administrative action involving an Association Member or Officer. Executive sessions are not public and are not subject to media coverage. However, a decision directly affecting the Sons & Daughters Alumni Association as a whole stemming from the Executive session is public information, coverable by the news media.

Section 1: The Association meetings shall be recorded either by tape or digitally by the Recording Secretary. Additionally, the Recording Secretary shall keep written/typed minutes of each official meeting. The Secretary's minutes shall be the official record of the Association and will be kept indefinitely. The digitally recorded (or taped) minutes shall be kept indefinitely on a CD and/or external hard drive.

Section 2: The minutes of the previous Board meeting will be read at the beginning of each Board meeting, unless the reading of the minutes is waived by the President. Changes, amendments, or corrections to the minutes shall be in accordance with Roberts Rules of Order.

Section 3: Any expenditure of Association funds for products, goods, or services, must be approved by the Working Board before the obligation is made. The Board reserves the right to deny reimbursement to any individual who uses personal funds to pay for an item and who has not adhered to this policy of obtaining prior approval.

Section 4: Funds received on behalf of the Association by an Officer or Member shall be submitted to the Financial Secretary within 5 days for deposit into the Association bank account. All monies shall be deposited in the Association's general treasury. The monies thereof shall be used to enhance the Association's programs.

Section 5: All Executive Officers and Working Board Members shall be in accordance with the following process. If the Working Board Member or Executive Board Officer is alleged to have violated an Association By-Law, the charges will be furnished in writing to the President of the Association. The President will read the charge and the affected member will be given a chance to defend him/her self by offering mitigating or exculpatory evidence. The Board will then meet in Executive Session to resolve the matter. The accused Board Member or Executive Board Officer shall not be present. The Board will arrive at its decision by taking a secret ballot. The Board will then come out of Executive Session to announce its decision, without discussion, for the record. The current Executive Board President shall be the only person authorized to suspend the rules in this situation.

Section 6: The Association will obtain three bids when it obtains goods, products, or services from an outside agency or firm in excess of \$500. The Working Board will select the vendor based on a majority vote. It may consider the lowest bidder and any other factors that are in the best interest of the Association. If the lowest bidder is not selected, the rationale for vendor selection will be documented in the Association minutes. By a two-thirds vote of the Association's Executive Board, an expenditure of funds not to exceed \$500 may be approved if an emergency situation exists. In these instances, the three formal bid requirements may be waived. However, the Association must clearly establish and document in its minutes that an exigent circumstance exists (i.e., a demanding, difficult matter requires immediate attention by the Association).

Section 7: Any Association Member in good standing may propose amendments to these By-Laws. Proposed amendments shall be submitted in writing to the President of the Association. Any future change or addition to the By-Laws will be voted on and approved on a first reading. A second reading of the By-Law proposal will be held at the next meeting, or in 30 days, whichever comes first. At the second reading, the By-Law proposal will be considered again, and approved or disapproved.

Section 8: Association Members shall pay their dues by cash, check, money order, or cashier's check. Dues and registration fees will not be considered valid until a check has cleared the bank on which it is written. In the event of a check that is returned from the Association's bank, the person who wrote the check shall be responsible for the Association's overdrawn check fees.