

BYLAWS OF

ST. PIUS X ALUMNI ASSOCIATION, INC.

A NONPROFIT CORPORATION ORGANIZED UNDER
THE LAWS OF THE STATE OF NEW YORK



• **ARTICLE I. NAME AND PURPOSE**

Section 1. Name

The name of the organization shall be the St. Pius X Alumni Association, Inc., hereinafter referred to as "the Association."

Section 2. Purpose

The Association, organized under the Not-for-Profit Corporation Law of the State of New York, shall have for its purposes:

This Association shall be organized and operated exclusively for pleasure, recreational and other similar non-profitable purposes intended to provide for and promote personal contact, commingling and fellowship among its members.

Notwithstanding any other provision of these Articles to the contrary, or in the bylaws of the Association, the Association shall not carry on any other activities to any extent not permitted to be carried on by, or that would threaten the tax-exempt status of, an organization exempt from federal income tax under Section 501(a) that is described in Section 501(c)(7) of the United States Internal Revenue Code (IRC) or the corresponding provisions of any future revised IRC.

Accordingly, the Association shall have the following powers:

To operate as an alumni association whose members collectively constitute the graduating classes of St. Pius X Preparatory Seminary (the "School"), 1220 Front Street, Uniondale, New York, and to plan and promote periodic class reunions, trips and similar social events for members, to maintain a website that contains, among other things, extensive nostalgic information about our time together in high school days and a class directory to facilitate communications among members, and from time to time to communicate with its members and engage in such other activities all of which shall be intended to promote emotional ties

and fellowship among members based on common feelings of nostalgia for our shared experiences as adolescents and pride in our home town and high school communities and in this Association.

Section 3. General

The Association's principal office shall be the address of its Treasurer (currently c/o Thomas J Grech at PO Box 410, Malverne, New York 11565-0410) or such other mailing address as the Board may authorize from time to time. A separate mailing address may be designated from time to time.

The Association shall have as its fiscal year the period from April 1 to March 31.

All moneys of the Association shall be deposited at or invested with financial institutions accredited by and located in the United States.

There shall be kept at the office of the Association correct books of account of the activities and transactions of the Association including a minute book which shall contain a copy of these Bylaws plus all minutes of meetings of the members and of the Board and its committees, as well as all other records of the Association.

• ARTICLE II. MEMBERSHIP

Section 1. Classes of Membership

There shall be the following classes of membership in the Association:

A. Associate Members

Associate membership shall be conferred upon all persons who have graduated from the School or attended the same for two consecutive years. Associate Members shall have no right to vote, to hold office in, or to serve on the Board of Directors of the Association.

B. Active Members

Active Members shall be the one voting class of membership consisting of dues-paying Associate Members. The dues schedule shall be determined, from time to time, by the Board of Directors. Active Members shall be eligible to vote in elections of the Association, serve on the Board of Directors, serve on committees of the Board, and hold office in the Association.

C. Honorary Members

There shall be an honorary membership class consisting of persons, selected by the Board from time to time at a regularly scheduled meeting, who have made significant contributions to the School or the Association but did not attend the School. Honorary members shall have no right to vote, to hold office in, or to serve on the Board of Directors of the Association.

Section 2. Revocation and Suspension

The rights and privileges of any member of the Association, except Directors and Officers, may be revoked or suspended for cause adversely impacting the Association or the School at any duly noticed Board meeting, after two weeks written notice of intent to take such action, by a majority vote of the Board then in office.

• ARTICLE III. MEETINGS OF MEMBERS

Section 1. Annual General Meeting

There shall be no annual or other regular meetings of the members of the Association required.

Section 2. Special Meetings

Special meetings of the members of the Association shall be held at times and places as may be determined from time to time solely at the discretion of the Board. Written notice of any such meetings shall be provided to Active Members by either e-mail, facsimile or traditional mail, addressed to his last known address, facsimile telephone no. or e-mail address, at least thirty (30) days in advance.

Section 3. Quorum at Membership Meetings

There shall be required a minimum of either 10 voting members or ten (10) percent of the total voting membership, whichever is less, present in person, to constitute a quorum at a Membership Meeting.

Section 4. Voting

Voting for the election of Directors shall be in writing and, even if a membership meeting is to be held, shall be by mail, facsimile or e-mail (hereinafter referred to collectively as "mail ballots"), to be distributed to and returnable by all Active Members by either e-mail, facsimile

or traditional mail, addressed to his last known address or facsimile telephone number, at least thirty (30) days in advance of the scheduled election date, which ordinarily shall be no later than 30 days prior to the end of the Association's fiscal year, beginning with the fiscal year ending in 2007, or as soon as practical thereafter.

Provision may be made for the submission of e-mail ballots through the Association's website. Use of a registered password may be required to authenticate any ballots returned through the Association's website or otherwise by e-mail or facsimile.

With regard to the election of Directors, once the balloting is closed, the candidate(s) having received the highest number of votes shall be declared duly elected, one at a time in descending order based on the number of votes received, without regard to any majority vote that might otherwise have been required, until all open Board positions have been filled, following which the election shall be declared closed.

Section 5. Proxies

Proxies may not be used for purposes of membership voting, in person or by mail ballot, on any matter, obtaining a quorum or any other purpose.

Section 6. Rules of Order

The presiding officer may, at his discretion, use Robert's Rules of Order to conduct Membership Meetings.

• ARTICLE IV. DIRECTORS

Section 1. General

The Association shall be governed by a Board of Directors consisting of a minimum of three (3) and a maximum of five (5) voting members, whose rights and privileges have not been revoked or suspended. The Board shall be responsible for the management, oversight and active conduct of the affairs of the Association. Committee chairpersons shall be chosen from Board members. The Board of Directors shall meet after due notice not less than once every six months. One-third plus one member of the Board then in office shall constitute a quorum.

The presiding officer may, at his or her discretion, use Robert's Rules of Order to conduct the meeting. The following shall be the customary order of order of business as Board meetings:

- Call to order
- Approval of minutes
- Committee reports
- Old business
- New business
- Adjournment

Section 2. Term of Office

Board members shall be elected in the last calendar quarter of each year by the voting membership of the Association for a term of three years.

The term of office shall begin on the first day of the fiscal year immediately following each annual election. Terms of directors shall be staggered in such a way that the terms of office of approximately one-third of the directors shall expire each year. In the event that a vacancy in any directorship shall exist as a result of retirement, resignation, removal, death, or any other cause, the President may appoint a qualified voting member of the Association to fill such vacancy until the next election, at which time a director will be elected to serve for the remainder of the term.

Initially, one-third (1/3) of those Directors shall be elected for terms of one (1) full fiscal year, one-third (1/3) of those Directors shall be elected for terms of two (2) full fiscal years, and one-third (1/3) of those Directors shall be elected for terms of three (3) full fiscal years. Thereafter, each Director shall be elected to serve a term of three (3) full fiscal years.

There shall be no limit on the number of successive terms of office for which Directors may be eligible to serve as such.

Section 3. Nominating Procedure

The Board of Directors shall, annually, prepare a slate of qualified candidates for Director and present it to the membership for approval by general election. The Nominating Committee shall recommend to the Board nominees for candidacy in the ensuing election. The Nominating Committee shall consist of two or more board members. The members of the Nominating Committee shall be selected by majority vote of the Board which vote shall be taken at the first regular meeting of each fiscal year of the Board of Directors.

Section 4. Participation by Telecommunications Equipment

Any one or more members of the Board or any committee thereof may, where practical, participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 5. Proxies

Proxies may not be used by Directors for quorum determination, voting, or any other purpose.

Section 6. Resignation or Removal of Directors

Any Director may resign at any time, by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or any later time specified therein. The acceptance of the resignation shall not be necessary to make it effective.

Any Director of the Association may be removed or suspended for cause adversely impacting the Association or the School after a motion made and carried by a simple majority vote at a duly noticed Board meeting, followed by two weeks written notice of intent to take such action, and a vote carried at a subsequent Board meeting by a two-thirds majority of the Board then in office.

- **ARTICLE V. OFFICERS**

Section 1. General.

The officers of the Association shall be: **President, First Vice President, Second Vice President, Treasurer, and Secretary**. All officers must be members of the Board of Directors in good standing.

Section 2. Duties of Officers

The duties of the officers shall be those usually incident to their respective offices.

(a) President

The President shall preside at all meetings of the Board and Membership Meetings, and shall be a member ex-officio of all committees. The President shall, with the advice of the Board, appoint committee chairs and committee members. The President shall provide general direction for the affairs of the Association and shall have all powers necessary and incident thereto.

(b) Vice Presidents

The Vice Presidents shall act as assistants to the President, in their respective order, and shall perform the duties of the President in his absence, including presiding at meetings of the Board and Membership Meetings, and shall represent the Association or President as may be requested by the President or the Board.

(c) Treasurer

The Treasurer shall be responsible for the financial operations of the Association including the custody of all moneys of the Association, shall be responsible for keeping an accurate record of receipts and expenditures, and shall make the financial records available for an annual audit of the Association.

(d) Secretary

The Secretary shall serve as corporate secretary of the Association and be responsible for the keeping of accurate and complete records of the Association, including the proceedings of the Board and Membership Meetings.

Section 3. Nomination and Election of Officers

Candidates for officer positions must be members of the Board of Directors in good standing. Officers shall be nominated and elected by the Board of Directors as the first order of business at a Board meeting to be convened as soon as practical following each annual election of Directors.

Section 4. Term of Office

All officers will take office immediately upon election and serve for a term of one year.

Section 5. Removal

Any officer of the Association may be removed or suspended for cause adversely impacting the Association or the School after a motion made and carried by a simple majority vote at a

duly noticed Board meeting, followed by two weeks written notice of intent to take such action, and a vote carried at a subsequent Board meeting by a two-thirds majority of the Board then in office.

Section 6. Vacancies

In the event that the Office of the President becomes vacant as a result of retirement, resignation, removal, death, or any other reason, the Office shall be succeeded for the unexpired portion of the term by the First Vice President, then Second Vice President, then Treasurer, and then Secretary.

In the event of a vacancy in any office other than the President, a successor to fill the unexpired portion of the term shall be elected by the Board.

• ARTICLE VI. COMMITTEES

Section 1. General

The Board shall designate a standing Reunion Committee and such other committees with such duties as the Board may from time to time determine to be appropriate to assist the Officers and the Board to carry out the purpose of the Association. Committees may either be standing or *ad hoc*. Each Committee shall be chaired by a Director selected by the Board, and shall have as many other members as may be selected and recruited by and at the discretion of the committee chair from among the other Directors and Active Members of the Association.

Section 2. Committee Meetings

Each committee shall meet, in person or via telephone or internet conferencing or similar technology, such as to enable a Director to hear and participate in Board deliberations from a remote location, at such times and places as its chair may call, and will report all of its actions to the Board.

Section 3. Authority of Committees

Action authorizations requiring expenditures must comply with the internal control policies and procedures governing expenditures, as prescribed by the Treasurer or the Board. To the extent not clearly set forth in an authorizing resolution, each committee chair shall be responsible to consult with the President to determine which, if any, significant decisions of

the committee should be brought before the Board for approval before proceeding with any action.

Section 4. Reunion Committee

The Reunion Committee shall, at all times, be chaired by the Association's President and shall have at least one other Director among its committee members. All members of the Board shall receive notice of all Reunion Committee meetings and shall have the opportunity to serve on the Reunion Committee or to attend meetings thereof *ex officio* at their own discretion. For that reason, the Reunion Committee shall have full responsibility and unrestricted authority to determine the time, place, scope of activities and to arrange all details of all Association-sponsored class reunions, subject only to (i) budgetary restraints with regard to the expenditure of any funds not reasonably assured to be covered by admission fees charged to attendees, and (ii) approval by the Board for significant related contracts to be entered into by the Association, such as for catering and music.

Section 5. Nominating Committee

There shall be a Nominating Committee as provided for in Article IV, Section 3, Nominating Procedure of these bylaws. In the event one or more of the Vice Presidents are elected to the Nominating Committee, the President shall appoint a Vice President as chair of the Nominating Committee.

Section 6. Membership Committee

The Membership Committee shall, at all times, be chaired by the Association's President and shall have at least one other Director among its committee members. The Membership Committee will be comprised of Class Representatives. The Committee Chair will invite an Association Members from each graduating year to serve as their Class Representative for the fiscal year to assist in reaching out to alumni from their graduating year to inform alumni of Association events and news. Class Representatives may be asked to offer suggestions to the President and Board concerning Association activities.

Each Class Representative may also be asked to assist the Reunion Committee in receiving timely commitments from alumni regarding alumni attendance of the annual Reunion.

Class Representatives are not members of the Reunion Committee. There are no formal duties or obligations of a Class Representative, and the role is to facilitate efforts towards Reunions and other Association functions.

Section 7. Special Committees

The Board may, from time to time, create such special committees as may be deemed desirable. The members of any such committee shall be appointed by the President with the advice of the Board. Special committees shall have only such powers as are specifically delegated to them by the Board, and as are permitted by law. Special committees shall serve at the pleasure of the Board.

• ARTICLE VII. FINANCIAL MATTERS

Section 1. Special-Purpose Funds

The Association's books of account shall be designed and maintained to provide appropriate accountability for special-purpose funds, utilizing the principles of what is commonly known as "fund accounting." Special-purpose funds shall include a Reunion Fund, a Website Fund and any other special-purpose funds as may be deemed necessary and appropriate from time to time by the Treasurer or the Board to assure proper accountability. Special-purpose funds shall be credited with all dues or other classes of revenues as may be allocated or otherwise designated thereto by the Board or in-substance donations with member-imposed restrictions to such purposes and charged only with expenditures directly attributable to such special-purposes. Expenditures for such special purposes shall be charged to the appropriate special-purpose fund only when the fund balance is positive. Once such special-purpose fund balance is totally depleted, such expenditures shall thereafter be charged to general unrestricted funds until special-purpose funds become available once again. At any given time, such special-purpose funds may contain any combination of permanent or temporary member-restricted funds and board-designated unrestricted funds, each category of which shall be accounted for separately on the books of account and presented separately in the Association's financial statements in accordance with generally accepted accounting principles. Physical segregation of special-purpose funds, for example, in separate bank accounts shall not be required, but shall be permitted when deemed appropriate for practical access purposes, subject to appropriate prescribed control policies and procedures, but not as a substitute for sound fund accounting practices.

Section 2. Distribution of Association Funds

As is required for all organizations exempt from federal income tax under Section 501(a), and described in Section 501(c)(7), of the IRC, and as provided for in Article 7 of the Association's Articles of Incorporation, Association funds shall not be expended for, or inure to, the benefit of any member, Director, or Officer of the Association or any private individual. The foregoing notwithstanding, the Board is authorized to allocate, set aside and expend Association resources, in its sole discretion, in accordance with procedures as may be adopted by the Board from time to time to be applied for this purpose, principally by subsidizing travel costs and waiving or discounting event admission fees, so as to provide financial assistance to members who are in need to enable them to attend an Association-sponsored social event, such as a class reunion, if deemed in good faith by the Board to be for the collective benefit of all members who might attend such event and, therefore, clearly in furtherance of the Association's purpose, that is, "to provide for and promote personal contact, commingling and fellowship among its members."

- **ARTICLE VIII. INDEMNIFICATION**

The Association shall, to the fullest extent permitted by law, indemnify and hold harmless and defend any person who is made, or threatened to be made, a party to any action or proceeding by reason of or related to the fact that he, his testator or intestate is or was a director, officer, volunteer, committee member or agent of the Association, against any judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, in connection with the performance of an act authorized by the Association and performed in good faith.

- **ARTICLE IX. CHAPTERS**

The Board may, from time to time authorize, charter, license, and dissolve chapters of the Association throughout the United States and other countries.

- **ARTICLE X. AMENDMENTS**

These Bylaws may be amended by a motion made and carried by a simple majority vote at a duly noticed Board meeting, followed by two weeks written notice of intent to take such action, and a vote carried at a subsequent Board meeting by a two-thirds majority of the

Board then in office, or by a simple majority vote of the entire voting classes of membership of the Association, by way of a referendum.

- **ARTICLE XI. DISSOLUTION OF THE ASSOCIATION**

In the event of the dissolution or liquidation of the Association, the Board of Directors shall donate any assets then owned by the Association an organization which satisfies Section 501(c)(3) of the Internal Revenue Code. The Board of Directors shall designate an institution which satisfies the definition contained in Section 501(c)(3) of the Internal Revenue Code of an exempt institution to receive said assets.

- **ARTICLE XII. EFFECTIVE DATE**

These Bylaws, as amended, shall be effective on September 15, 2006 and as amended on April 22, 2007.

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THE FOREGOING BYLAWS WERE DULY READ, CONSIDERED, AND APPROVED BY THE MEMBERS OF THE BOARD OF DIRECTORS ON THE 22 DAY OF APRIL, 2007.

IN WITNESS WHEREOF, the undersigned has subscribed this instrument as Secretary of the Association on the day and year above written.

John Ryan, Secretary