



**By-Laws of the
Coe-Brown Northwood Academy
ALUMNI ASSOCIATION
907 First New Hampshire Turnpike, Northwood NH 03261**

Amended: June 14, 2014

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

**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

All Graduates of CBNA will become members upon receipt of diploma. Any other 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 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. Associate members are allowed to vote and can hold Executive Board positions with the exception of President, Vice President, Secretary, or Treasurer.

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 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
Secretary
Treasurer

Other:

Three to Five Members At Large
Three to Five Alternate Members At Large

The Executive Board shall be elected at the Annual Meeting of the Association. The alumni board shall be elected annually; with the exception of the President and Vice President whose terms shall be two (2) years, the Secretary whose term shall be for 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 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.

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 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 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.

Secretary

The 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 Secretary will be the custodian of all business records, including minutes, committee reports and documents produced by the Association and the Executive Board. The 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 will be responsible for updates to bylaws. The Treasurer will be responsible for updates to articles of agreement, which include filing with the State of New Hampshire and the Town of Northwood. The Treasurer 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.

Nominating Committee

The nominating committee shall be tasked with identifying and nominating members to serve on the executive board and shall be comprised of an odd number and no fewer than three members, including the Vice President who shall serve as Chair of the committee.

The President shall not serve on the nominating committee.

Prior to the annual membership meeting each fiscal year, the nominating committee shall prepare a slate of nominees for the executive board members for the coming year. The slate will be included in the notice of the general membership meeting and the chair shall place such names and nominations at that meeting and the election shall be conducted as provided in these bylaws.

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, 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 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, then 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. All monies in the Scholarship Account at the time of dissolution will continue to be used for the purpose of scholarship of a CBNA student for post secondary education.

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
- **June 12, 2010** **Updated:** Mission Statement and Dissolution of the Association; Dues for Regular Members eliminated; 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.
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.
- **June 08, 2013** **Updated:** Article III, Section A, change “all officers shall be elected annually” to “alumni board shall be elected annually”.
Article III, Section A, rescind paragraph “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.”

Added: Nominating Committee

- **June 14, 2014**

Updated: Mission Statement – remove “Provide historical information about the Academy and maintain school memorabilia”

Article II, Section B, Membership Class - remove Scholarship Chair.

Article III, Section A, Executive Board - remove Recording Secretary and Corresponding Secretary and change to Secretary, to be Regular Member and serve a two-year term; remove Scholarship Chair; remove Historical Preservation Chair; and remove Director of Development & Alumni Affairs.