

AMENDED AND RESTATED CONSTITUTION and BYLAWS

of the

FRANK W. BALLOU SENIOR HIGH SCHOOL ALUMNI ASSOCIATION, INC.,

A District of Columbia Non-Profit Corporation

Adopted November 28, 2018

PREAMBLE

We, the members of the Frank W. Ballou Senior High School (BSHS) Alumni Association (BAA), also known as KNIGHTS in the Spirit of Participatory Governance, Equality, Unity of Purpose and being ever so grateful to the Almighty, for the Education, Values and Traditions imparted to us at BSHS do this day, 29th of November 2018 vote to adopt amend where necessary and establish this Constitution and Bylaws as the governing document of our Association.

VISION

To build strong camaraderie and companionship among BSHS Alumni and ensure that they stay engaged with our alma mater BSHSM so that; it shall remain one of the best high schools; in Washington, DC. Whose students receive the best education and become leaders and contributing members of society.

MISSION STATEMENT

The Ballou Senior High School ALUMNI ASSOCIATION shall promote the interests of BSHS Alumni as well as the School's (BSHS) vision to achieve higher academic standards by making important and practical investments in current students, the School's infrastructure, programs and curriculum. We shall promote strong relationships between the Alumni of BSHS, its current student, faculty, staff and administration. We shall also make it our mission through Alumni involvement to mentor students to become leaders in their communities, countries and the world at large.

ARTICLE I

NAME and LOCATION

Sec. 1.01. Name

The name of this organization shall be known as the: Frank W. Ballou Senior High School Alumni Association, Inc., hereinafter referred to as the "Association" or "BAA" (cited hereinafter as "BAA").

Sec. 1.02. Location

The principle and registered office of the BAA is 3228 Pope Street, SE, Washington, DC 20020. The BAA may maintain additional offices at other places as the board of directors may choose to designate from time to time.

ARTICLE II

PURPOSES

Sec 2.01. Purpose

Act as a resource for class activities. Encourage or initiate fund-raising activities to benefit BSHS. Encourage or initiate fund-raising activities to fund scholarships for graduating seniors. Act as beneficiary and guardian of memorabilia related to BSHS.

The purposes for which the association is organized exclusively charitable and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code "), in furtherance of creating better futures for Frank W. Ballou Senior High School students. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, officers, or any private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf or, or in opposition to, any candidate for public office.

Working in partnership with Frank W. Ballou Senior High School (BSHS) leadership, the Organization shall endeavor to achieve such purposes by, among other things:

- a. Enhancing student life at Frank W. Ballou Senior High School (BSHS), a notable institution of higher learning. The BAA's major goal is to establish functional programs and activities, which will support, and are in accordance with, Frank. W. Ballou Senior High as a District of Columbia public school to reinforce education, academic support, career orientation, and college preparation.
- b. Promoting student achievement, parent involvement, community development, academic excellence, teacher professionalism, and total school achievement.
- c. Identifying, establishing, and maintaining viable career networks among student members and the community. To reinforce the continuity of the program, a major effort will be displayed to identify and maintain an active enrollment of F. W. Ballou Senior High School graduates as members of the BAA.
- d. Providing scholarships and other financial support to students and graduates of Frank W. Ballou Senior High School;

- e. Promoting and supporting Frank W. Ballou Senior High School alumni classes in their respective scholarship efforts, community activities and other endeavors;
- f. Promoting the acquisition of life skills and cultural values that may assist Frank W. Ballou Senior High School students in their academic and career pursuits;
- g. Soliciting funds from individuals, corporations and other nonprofit organizations for specific projects or general needs, or to establish an endowment;
- h. Providing discretionary funds to Frank W. Ballou Senior High School leadership to support and promote the academic and social growth of Frank W. Ballou Senior High School students and Frank W. Ballou Senior High School as a whole;
- i. Chronicling the Frank W. Ballou Senior High School history and legacy by: (i) collecting and assembling artifacts and memorabilia from alumni of Frank W. Ballou Senior High School; (ii) helping to inventory and preserve historical archives and memorabilia at Frank W. Ballou Senior High School; and
- j. The BAA will seek to guide members, students, PTSA, faculty and community, collectively towards student growth in a direction of excellence.

ARTICLE III

Authority

Sec 3.01. Nonprofit Status.

The BAA will be a District of Columbia nonprofit organization, recognized as tax exempt under Section 501(c)(3) of the Code.

Section 3.02. Powers.

Notwithstanding anything contained in these Bylaws and the Constitution to the contrary, the BAA shall have no power to conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal taxation under Section 501(c)(3) of the Code. No part of the net earnings of the BAA shall inure to the benefit of, or be distributable to, any member of the Board of Directors, member, or any other individual or for-profit corporation. No funds or other assets of the BAA may be used in any attempt to influence legislation, and the BAA shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

Sec. 3.03. Seal

The seal of the BAA. Subject to alteration thereof by the Board of Directors, shall consist of an Armored Knight in the valor of Knights amour mounted on a War Horse charging with sharp lance. The knight of Valor has a large B on the cape in a circular die with the words and figure "the Ballou Alumni Association, KNIGHTS, Washington, DC.

The suit of metal plate armor riding a horse with the words and figures, "Ballou Alumni Association, Knights, Washington, DC

Sec 3.04. Logo

The logo is a combination of the old Frank Washington Ballou Senior High School logo (Armored Knight in the valor of Knights amour mounted on a War Horse charging with sharp lance) and the Alumni Association name, with the mounted armored knight of valor centered in the middle of the text. This combination has been carefully crafted, and it is not acceptable to alter or simulate.

The Knight of Valor mounted on the War Horse serves as the primary emblem identifying the Frank W. Ballou Alumni Association, Inc.

Sec 3.05. Motto

The BAA Motto is "One BALLOU, One KNIGHT, for LIFE" and "Knights helping Knights..... past, present and the future".

One BALLOU working collaboratively to ensure that ALL KNIGHTs past, present and the future are united for Life

Sec. 3.06. Slogan(s)

The BAA will consist of the following:

"Once a Knight, Always a Knight", "Knights4ever", "Knight(s)4Life", and "BallouKnights4ever".

Sec 3.07. Usage of BAA Brand

One must contact BAA prior to using this or any logo on materials prior to usage. In order to maintain consistency of the BAA brand, the BAA must approve the use of the Alumni Association logo and word mark on all communications and promotional materials. Details on the visual standards of the BAA, including proper usage of the logo, please contact the board of directors.

Our name, logo, Motto and slogans are important assets that are recognized around the world.

No other marks, symbols, fonts or colors may be used to represent the Alumni Association as a whole or any part thereof. These resources are intended solely for use by the Ballou Alumni Association, and officially authorized groups.

ARTICLE IV

MEMBERSHIP

Sec. 4.01. Eligibility

Eligibility for membership or elected positions may not be limited on the basis of race, religion, national origin, ethnicity, color, age, gender, gender identity, marital status, citizenship, sexual orientation, or disability. The organization shall have no rules or policies that discriminate on the basis of race, religion, national origin, ethnicity, color, age, gender, gender identity, marital status, citizenship, sexual orientation, or disability.

The BAA shall consist of no less than four (4) memberships:

(a) **Student Membership:** Student membership is designed to familiarize present and former students of Frank W. Ballou Senior High School, Washington, D.C. up to age 25 with the activities, programs, and events sponsored by the BAA. The student member, however, does not have the right to vote as it pertains to the BAA.

(b) **General Membership:** A General member must be a graduate of Frank W. Ballou Senior High School, Washington, D.C. The general membership program is developed so that a member is entitled to all rights and privileges to its members and membership for the duration of one year.

(c) **Life Membership:** A Life member must be a graduate of Frank W. Ballou Senior High School, Washington, D.C. The life membership program is designed so that a member can be in good standing for life, and is entitled to all rights and privileges as pertaining to its members and membership. It represents a sincere dedicated effort to the ideals and principles for which the BAA stands. As a life member, one will receive a "Life Membership Card" and a "Life Membership Certificate".

(d) **Associate Member:** Any person desiring to be a member of BAA. Associate members have no voting rights, but are able to be considered for benefits. Associate members are not required to be graduates of Frank W. Ballou Senior High School.

Sec.402. Obligations of Members

In order to be and remain a member of the BAA and to vote in accordance with these bylaws, a person must complete and sign the membership application, abide by the organization's bylaws and any rules adopted by the board, comply with all decisions of the BAA made in accordance with these bylaws, and pay dues as required by the board in accordance with these bylaws.

Sec. 4.03. Membership Dues

The annual dues for each membership level (see Article IV, Sec. 4.01) shall be in such amount as the board may determine. Membership dues shall be invoiced by the BAA annually on the first day of the anniversary month of joining the BAA. Any member whose dues have not been paid within sixty (60) days of the applicable invoice date shall have his or her right to vote terminated.

Sec. 4.04. Termination of Membership/Code of Conduct

A member may voluntarily terminate membership at any time by submitting a written resignation to an officer or director. A member who fails to pay all dues as required by the board in accordance with these bylaws automatically terminates his/her membership. The board may terminate the membership of any member who substantially fails to comply with these bylaws or the BAA's rules, provided that the board notifies the member in writing of the termination and the reason for it. Dues are non-refundable.

The Code of Conduct Policy (the "Conduct Policy") outlines the standard of behavior expected of all directors, officers, members, and others performing services for or on behalf of the BAA (collectively, "Representatives"). The Conduct Policy is designed to ensure that Representatives conduct themselves at all times in a manner that does not interfere with the management or business of the BAA, or otherwise violate the reputation or image of the BAA. Representatives are strictly expected to (a) use non-abusive language towards all other Representatives; (b) extend courtesy and respect to all other Representatives; (c) not engage in verbal, physical or visual harassment of any other Representative; and (d) not exhibit any other display of unacceptable behavior as described in the Conduct Policy. All Representatives shall receive, review, and sign a copy of the Conduct Policy indicating their understanding of the process and required guidelines. Any Representative found in violation of the Conduct Policy shall be subject to discipline, including, but not limited to, removal from the applicable meeting or event, suspension of membership from the BAA, or permanent removal from the BAA.

ARTICLE V

BOARD OF DIRECTORS/OFFICERS

Sec. 5.01. General Powers

The Board is the policymaking body and may exercise all the powers and authority granted to the BAA by law. The property, business, and affairs of the BAA shall be managed by the board of directors, which may exercise all powers of the BAA and perform all lawful acts. The directors shall in all cases act as a board and not as individuals. They may adopt such rules for the conduct of their meetings and the management of the BAA as they deem proper, not inconsistent with these bylaws and the laws of the District of Columbia.

Sec. 5.02. Number of Directors

There shall be up to eleven (11) directors (in no case less than three) who may include the principle officers of the BAA, Inc. (President, Vice-President, Secretary, Treasurer, Parliamentarian, and At-Large Members). Each director shall at all times be a member of the BAA, Inc.

Sec. 5.03. Terms and Election

Directors shall be elected at the annual meeting immediately following the election of officers. Directors shall serve for a term of two years or until their successors are chosen.

Sec. 5.04. Resignation

A director may resign at any time, provided that he or she submits a written resignation to the board. All BAA property and/or workings must be turned over to the BAA Board of Directors upon resignation.

Sec. 5.05. Removal

A director may be removed with cause by a majority vote of the directors' present and entitled to vote.

Sec. 5.06. Vacancies

In the event that a vacancy occurs on the board, the board may appoint a member to fill the vacancy until such time as a new director is elected by the membership at a regular or special meeting. The new director shall serve the unexpired term of the prior director.

Sec. 5.07. Designation of Officers

The BAA shall have the following officers who shall serve also on the board of directors: president; vice president; treasurer and recording secretary. The elected officers shall also comprise the Executive Committee of the Board of Directors.

Sec. 5.08. President

The President shall be the chief executive officer of the BAA, and, subject to the control of the board, shall have general supervision, direction, and control of the business and affairs of the BAA; he or she shall preside at all meetings of the Board of Directors and the Executive Committee, and all Annual Meetings. He or she shall have general and active management of the affairs and property of the BAA and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall be a member ex-officio of all committees. The president's general powers and duties shall include:

- (a) day-to-day management of the BAA
- (b) countersigning all drafts, checks, notes and all undertakings for the payment of money on behalf of the BAA
- (c) signing all records and documents requiring the president's signature
- (d) approving all circulars, communications and correspondence issued and financial transactions made, in the name of the BAA
- (e) render a monthly status report the BAA.

(f) appoint special officers (i.e. Chaplain, Sergeant at Arms) incidental to the conduct of the general and special meeting

Sec. 5.09. Vice-President

The vice-president shall, in the absence or disability of the president, perform all duties of the president, and shall supervise the affairs of the BAA under the direction of the president and the control of the board. The vice-president shall have such other powers and duties not inconsistent with these bylaws as may be assigned to him or her from time to time by the president or the board.

Sec. 5.10 Secretary

The secretary shall have custody of all documents and records for the BAA. The secretary's general powers and duties shall include:

- (a) keeping a record of the minutes of the meetings of the board, the members, and attendees;
- (b) giving reports of the minutes at board and membership meetings;
- (c) giving all notices in accordance with these bylaws;
- (d) having custody of the seal of the BAA and affixing it to all documents when required;
- (e) keeping the official membership list for the BAA

The secretary shall perform such other duties not inconsistent with these bylaws as are incidental to the office of secretary or as may be assigned from time to time by the board or president.

Sec. 5.11. Treasurer

The treasurer shall have charge and custody of and be responsible for all funds of the BAA. The treasurer shall be bonded each year. The treasurer's general powers and duties shall include:

- (a) receiving and disbursing monies of the BAA in accordance with the direction of the board or the president;
- (b) the treasurer shall authorize the deposit of all monies received in the name of the BAA, Inc. in such banks or other reliable depositories as from time to time may be designated by the board;
- (c) keeping complete and correct account of all monies received and disbursed for the BAA, and making all financial records available for inspection at all reasonable times by all members of the BAA
- (d) providing written financial reports at board and membership meetings;
- (e) overseeing prompt and full collection of membership dues.

The treasurer shall have such other powers and duties not inconsistent with these bylaws as are incident to the office of treasurer or as may be assigned to him or her from time to time by the president or the board of directors.

Sec. 5.12. Parliamentarian

The Parliamentarian shall advise the President, Members, Committees, and the Board of Directors on matters of parliamentary procedure. The Parliamentarian's first duty is to the President, but may meet with and advise Committees and the Board as well as answer questions of members and give advice only when asked.

- (a) Be impartial in giving opinions on points of parliamentary procedure.
- (b) Be prepared to cite references to support your opinions.
- (c) Refrain from debating matters on which you may be asked to give an opinion.
- (d) Refrain from voting except when the vote is by ballot.
- (e) Carry out the duties outlined in the bylaws.
- (f) Be at the meeting early to counsel officers or members of the Board.
- (g) Have at each meeting the rules of the organization and a copy of the parliamentary authority, usually ROBERT'S RULES OF ORDER NEWLY REVISED. You will need these in citing references to support your opinions.
- (h) Assist in preparing a script or other agenda when requested by the President or Secretary. Show the exact order of business to come before the assembly. Include business recorded in the minutes of the previous meeting as incomplete (unfinished business) and actions required in the Bylaws to be taken at this meeting.
- (i) Assist Members, the Board of Directors and Committee Chairmen in preparing reports and wording of resolutions in the correct form.
- (j) Attend committee meetings in an advisory capacity when requested by the Committee Chairmen, i.e. bylaws, resolutions, election, and nominating committees.
- (k) Attend Board of Directors meetings in an advisory capacity when requested by the President or Board or when required in the bylaws.
- (l) Advise the President on presiding procedures and review the Agenda. Maintain a smooth-running meeting is the result of pre-meeting conferences between the presiding officer and the parliamentarian.
- (m) Advise on election procedures. Election time in any organization is a sensitive time. Both proper conduct of the election and accurate counting of ballots are imperative. The parliamentarian should be well versed in election procedures in order to give complete reliable advice. It can mean the difference between a valid election and one that jeopardizes the organization's future.

Sec. 5.13. Term and Election

The officers shall be elected from the membership for a term of two years at the annual meeting. Election to an office shall constitute election also to the board of directors.

Sec. 5.14. Resignation; Removal; Vacancy

Officers may resign or be removed and vacancies caused thereby shall be filled in the same manner as provided for directors in Article V, Sections 5-6 of these bylaws.

Sec. 5.15. Bonding

The president, treasurer and other members handling funds for the BAA may be bonded at the BAA's expense in such sum and form as the board shall determine.

ARTICLE VI

MEETING OF MEMBERS

Sec. 6.01. Annual Meeting

The BAA shall have an Annual Membership and Business Meeting of the members (each, an "Annual Meeting") shall be held during the month of February of each year for the purpose of electing directors and transacting any other business that may properly come before the membership. The time and place of each Annual Meeting shall be determined by the Board of Directors and notice thereof shall be given to each member as set forth in Section 4.04. At the Annual Meeting, the members will receive reports on the activities of the BAA and its committees, address issues, concerns, opportunities, and events.

Sec. 6.02. Notice of Annual Meeting

Written notice stating the place, day and hour of the annual meeting shall be delivered to each member at least two weeks in advance.

Sec. 6.03. Regular Meetings

Regular meetings of the members shall be held as deemed necessary two weeks prior to BAA board meetings at such locations as the board may determine from time to time.

Sec. 6.04. Notice of Regular Meetings

Regular meetings of the membership may be called by at least ten percent (10%) of the membership; the board of directors; or the president.

Sec. 6.05. Cancellation of Regular Meetings

The board, the president, or any majority of the members present at a membership meeting and entitled to vote may cancel any regular meeting. Notice of the cancellation shall be given in writing or orally to at least the majority of board members and at least ten per cent (10%) of the members, or by written notice, at least (12) hours in advance, or, if this is impractical, as far in advance as is reasonably possible.

Sec. 6.06. Special Meetings

Special meetings of the members may be called by the board of directors; the president; or the membership. If a meeting is called by the membership, a petition requesting the special meeting must be signed by at least ten percent (10%) of the members and delivered to any officer or director of the BAA. Written notice stating the place, day and hour of the special meeting shall be delivered to each member at least two weeks in advance.

Sec. 6.07. Powers of Membership

The membership shall have the power to and shall vote on the following matters:

- (a) Election and removal of officers and directors, including the filling of any vacancy;
- (b) Amendment of the articles of incorporation;
- (c) Amendment of the bylaws;

Sec. 6.08. Voting

In order to vote, a member must be in good standing, 90 days prior to any voting matter. Each member shall have the right to cast one vote. There shall be voting by proxy and proxy by absentee voting. Proxy voting is permitted with authorization in written evidence. Absentee voting shall be permitted only under the following conditions: (a) the absentee voter may not be present at the meeting; (b) the member's vote is submitted in writing to an officer of the BAA before the vote is taken; and (c) the written submission identifies the matter at issue and is signed by a member and a witness.

A vote of the majority of members present and entitled to vote and properly submitted absentee votes shall decide any matter. Members shall be given written notice in the same manner as for a special meeting (Article VI, Sec. 6.06).

Sec. 6.09. Quorum

The presence of at least three officers shall constitute a quorum for conducting business at all meetings. Neither an absentee vote nor a proxy vote may be counted toward establishing a quorum. Once a quorum has been established, the members present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Sec. 6.10. Order of Business

The order of business at all regularly scheduled meetings of the members shall be as follows:

- (a) roll call
- (b) establishing quorum
- (c) proof of notice of meeting or waiver of notice
- (d) reading the minutes of the last meeting

- (e) reports of officers
- (f) reports of committees
- (g) old business
- (h) new business
- (i) open discussion
- (j) executive session (if necessary)

In the case of a special meeting, items (a) through (i) shall be considered if applicable and thereafter the agenda shall consist of the terms specified in the notice of the meeting.

ARTICLE VII

MEETINGS OF BOARD OF DIRECTORS

Sec. 7.01. Meetings

Regular meetings of the board shall be held on the second Monday of each month at such time and place as the board may determine from time to time. At least forty-eight (48) hours in advance, notification of time and location will be provided. These bylaws serve as notice of such meetings. Special meetings shall be held whenever three or more officers determine that a meeting is necessary.

Oral or written notice of special meetings shall be given to all directors at least forty-eight (48) hours in advance if practical, and, if not practical, notice shall be given as far in advance as is reasonably possible. All meetings of the board shall be chaired by the president or such officer or director as the president may designate.

Sec. 7.02. Quorum and Voting

A majority of the directors then in office shall constitute a quorum for the transaction of business. Each director shall be entitled to one (1) vote. Except as otherwise provided by law or these Bylaws, the act of the majority of the directors' present at a meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present there at may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present

Sec.7.03. Attendance

Any member of the board of directors who fails to attend three regular meetings per year without verbal or written notification to the president, or written notification to a board member who shall notify the president or vice president, shall be considered as having resigned from membership on the board of directors. Any such vacancies shall be filled by appointment by the board of directors at the next regular or special meeting.

Sec. 7.04. Electronic Communication.

Any one (1) or more members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Sec. 7.05. Open Board Meetings

All meetings of the board shall be open to attendance by members unless the board votes unanimously that an executive board meeting or a portion thereof shall be closed.

ARTICLE VIII

AT-LARGE MEMBERS

Sec. 8.01. Eligibility

Selection of at-large members shall be by nomination and vote at the annual meeting. At-large members are entitled to vote at all meetings of the board of directors, membership, or any special meeting and said vote will count towards a quorum. The number of at-large members shall be limited according to Article IV Sec. 2.

ARTICLE IX

PRESIDENT'S ROUNDTABLE

Sec. 9.01. Eligibility

The principal; one counselor, faculty, or staff person; and one community worker shall be invited to serve as members of the president's roundtable. Selection shall be made by nomination and vote of the board of directors at any regularly scheduled meeting. The board of directors may add or delete from this list at any meeting of the board of directors with a majority vote of those members present and voting. Members of the president's roundtable do not have voting rights at board meetings or special meetings of the board, however, said members are eligible to vote at membership meetings.

ARTICLE X

COMMITTEES

Sec. 10.01. In General

The board, by resolution, may designate committees, which shall report to the board. At no time shall the board delegate to any committee its responsibility to manage BAA. The

board may adopt, reject, or amend committee recommendations or, at the board's discretion, present any matter to its membership.

Sec. 10.02. Committee Members

Committee members shall be members of BAA and either may volunteer for a committee, be elected by the membership, or be chosen by the president or the board. Service on a committee shall be for such time and under such conditions as the board may direct.

Sec. 10.03. Executive Committee

The Executive Committee shall consist of such number of members as may be fixed from time to time by the Board. The Executive Committee shall be comprised of the BAA's President, Vice President, Treasurer, Secretary, and one (1) additional director elected pursuant to Section 6.04. The Chairman shall chair the Executive Committee. The Executive Committee shall have and exercise all powers of the Board of Directors during the intervals between the meetings of the Board and shall be governed by the same rules regarding meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements as apply to the Board of Directors, mutatis mutandis. The Executive Committee shall be responsible for addressing issues that can be classified as "critical" and "confidential," and will include, but not be limited to, budget and finance matters in such amounts as established by a majority vote of the Board of Directors at its Annual Meeting. The Executive Committee shall keep a record of its proceedings, which shall be reported to the full Board of Directors.

Sec. 10.04. Standing Committees

There shall be four (4) standing committees of the Organization, each of which shall be chaired by an elected member of the Board. In addition, each standing committee shall (a) consist of no fewer than three (3) members in good standing; and (b) be governed by the same rules regarding meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements as apply to the Board of Directors, mutatis mutandis. Each standing committee shall (1) keep a record of its proceedings, which shall be provided in a summary report to the full Board of Directors; and (2) be accountable to the Board of Directors for its actions. The following are the standing committees of the Organization:

A. **Scholarship Awards & Recognitions Committee.** The Scholarship Awards & Recognitions Committee shall be responsible for oversight and guidance of the annual scholarship awards and recognitions of Frank W. Ballou High School students. In addition, the Scholarship Awards & Recognitions Committee shall (1) plan and implement, or cause to have implemented, a set of activities (to include fundraising) and guidelines to facilitate the awarding of student scholarships; (2) work closely with Ballou High School leadership on a joint committee in the area of college scholarships; (3) help sponsor and facilitate the annual Ballou High School senior scholarship awards ceremony and banquet; and (4) be responsible for oversight and implementation of a wide range of strategies and activities (to include fundraising) to promote, expand, and enhance its operation. The Scholarship

Awards & Recognitions Committee shall seek to involve representation of every decade and class of Ballou High School in the support of the annual scholarship program.

B. Student Activities Committee. The Student Activities Committee shall be responsible for (1) reviewing and taking action on requests from (a) Ballou High School faculty and staff for support for student clubs and organizations (e.g., sports and athletics, music and band, debate team, JROTC, etc.) and (b) Ballou High School students for emergency financial assistance; (2) oversight of the administration of the Principal's Discretionary Fund with collaboration from the BAA Board; and (3) oversight and implementation of a wide range of strategies and activities (to include fundraising) to promote, expand, and enhance its operation.

C. Membership Committee. The Membership Committee shall be responsible for oversight and implementation of a wide range of strategies, including fundraising, to promote, expand and enhance membership building activities of the Organization. The Membership Committee shall plan and implement, or cause to have implemented, a set of activities to recruit, build, and sustain the membership base of the BAA, including one (1) All Class Reunion event every year. The Membership Committee shall seek to involve representation of every decade of the membership in its activities.

D. Communications & Social Media Committee. The Communications & Social Media Committee shall be responsible for oversight and implementation of a full range of communications strategies to support strategic membership building, fundraising and promotional activities of the BAA. In addition, the Communications & Social Media Committee shall be responsible for publishing the KNIGHTS at the ROUNDTABLE, brochures, and souvenir journals; overseeing and managing the BAA's website and social media sites (e.g., Classmates, Facebook, Twitter, Snapchat, Instagram, etc.); and employing other communication tools and strategies to enable the BAA to communicate more efficiently with Ballou High School students and the general public. The Communications & Social Media Committee shall seek to maximize the participation of Ballou High School alumni, classes, friends and supporters within the full range of activities of the BAA.

Sec. 10.05. Advisory and Ad-Hoc Committees

The President shall have the authority to establish advisory and ad-hoc committees (e.g., Bylaws, Nominating, Cookout, Legacy, etc.) as necessary to carry out the functions of the Organization.

Sec. 10.06. Limitation.

The designation and appointment of any committee and the delegation of authority with respect thereto shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law, except as permitted by the Nonprofit Corporation Act.

ARTICLE XI

FINANCE AND CONTRACTS

Sec. 11.01. Deposit of Funds

All funds of the BAA not otherwise employed shall be authorized for deposit by the treasurer in such banks or other reliable depositories as the board may from time to time designate.

Sec. 11.02. Checks and Withdrawal of Funds

All checks, drafts, notes, evidence of indebtedness of funds shall be signed by two authorized signatures.

Sec. 11.03. Loans and Compensation

The BAA shall make no loans to any director or officer. The BAA shall pay no compensation other than reimbursement for out-of-pocket expenses to the board of directors or officers. (receipts are required for reimbursement of out-of-pocket expenses).

Sec. 11.04. Contracts

No person shall enter into any contract in the name of, or on behalf of the BAA without the express and specific written authorization of the board.

Sec. 11.05. Fiscal Year

The fiscal year and program year of the BAA shall be the twelve-month period beginning January 1 and ending December 31 in each calendar year.

Sec. 11.06. Signing Authority

The co-signatures of the President and the Treasurer shall be required on all contracts or other obligating documents for or on behalf of the BAA for amounts in such amounts as established by a majority vote of the Board of Directors at its Annual Meeting.

ARTICLE XII

PARTNERSHIPS AND AFFILIATIONS

Sec. 12.01. General

BAA will establish and/or enter into partnership affiliations with organizations with similar goals and purpose.

ARTICLE XIII

CONFLICT OF INTEREST

Sec. 13.01. Disclosure

For the purposes of this Constitution, a conflict of interest exists if an individual or entity with authority in this association is in the position to influence the outcome of a business or profit-making decision or action of this association for personal or corporate gain. All members shall disclose any actual or potential conflict of interest between themselves and the association.

Sec. 13.02. Potential or actual conflict of interest

A potential or actual conflict of interest does not necessarily preclude the association from doing business with the individual or entity in question if the necessary disclosures of this conflict are made public.

Sec. 13.03. Violations of the conflict of interest policy:

- A. If the Board of Trustees, Executive Committee or any Member has reasonable suspicion to believe a member has failed to disclose actual or potential conflicts of interest, it shall inform the said member of the basis for such belief and afford the member an opportunity to disclose or explain the alleged failure to disclose.
- B. If, after hearing the member's response and after further investigations as warranted by the circumstances and if the Board of Directors or Executive Committee determines that the said member deliberately failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action which may include but not limited to: the issuance of a written warning, a public rebuke, or recommendation for further action by the General Body.

ARTICLE XIV

DISSOLUTION OF THE ASSOCIATION

Sec. 14.01. General

In the event of the dissolution or liquidation of the Association, the Board shall donate any assets then owned by the Association to the School or an organization which supports the School and which satisfies Section 501(c)(3) of the Internal Revenue Code, and as further required.

ARTICLE XV
AMENDMENTS

Sec. 15.01. Amendments

These Bylaws and Constitution may be altered, amended or repealed, and new Bylaws may be adopted, by the affirmative vote of two-thirds (2/3) of the Board of Directors and a two-thirds (2/3); provided, that any such alteration, amendment, repeal, or adoption shall be consistent with the requirements of Section 501(c)(3) of the Code; and provided, further that the notice of the proposed change(s) shall have been made not less than ten (10) days prior to such meeting. Any such alteration, amendment, repeal or adoption shall become effective immediately upon approval.

Sec.15.02. Bylaws.

A copy of these Bylaws and Constitution shall be available at all meetings and provided to each new member of the BAA. This documentation will also be made available via the web.

ARTICLE XVI
CERTIFICATE OF ADOPTION and AMENDMENT

Sec. 16.01. Certification of Adoption.

This Constitution and its Bylaws was adopted by the resolution of the Board of Directors and became effective November 29, 2018.



Signature of the President or Secretary



Date

