

PROPOSED FINAL DRAFT OF BYLAWS
DATED SEPTEMBER 25, 2003

BYLAWS
OF
Phoenix Central School Alumni Association
aka Central High Alumni Association (CHAA)
c/o Central High School
4525 North Central Avenue
Phoenix, Arizona 85012

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**ARTICLE 1
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office of the Association is located in Maricopa County, State of Arizona.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the Association's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require an amendment of these Bylaws:

_____ Dated: _____, 20 ____
_____ Dated: _____, 20 ____
_____ Dated: _____, 20 ____

The Association currently has a virtual office operating out of the Central High campus in Phoenix. The Association, while an associative entity of the school and its parent Phoenix Union High School District, is not legally, financially or structurally part of or associated with the school or the district. As such, the Association exists as a separate entity.

SECTION 3. OTHER OFFICES

The Association may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may from time to time designate.

**ARTICLE 2
NONPROFIT PURPOSES**

SECTION 1. IRC SECTION 501 (C) (3) PURPOSES

This Association is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code.

Section 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this Association shall be to:

- Preserve the rich heritage of Central High School;
- Provide an organization of alumni with skills and resources to foster and promote the Central High tradition of excellence in academics, athletics, and extracurricular activity; and,
- Provide a forum for alumni to reconnect with classmates, mentors, and faculty and alumni staff of the school.
- The Association seeks to connect alumni Bobcats with today's Bobcats.
- Promote the special interests of the CHS principal in the pursuit of academic excellence and performance.
- Recognize and publicize the excellence in achievement of CHS alumni, faculty and staff.
- Encourage and foster participation in the Association by alumni, parents and friends of CHS with the goal of promoting the common purposes of the Association and CHS.

Section 3. NON-DISCRIMINATION STATEMENT

The Central High Alumni Association does not discriminate on the basis of race, color, national origin, sex, handicap, or age in application, membership, participation, access, and treatment of persons in programs and activities.

ARTICLE 3 ASSOCIATION ORGANIZATION

Section 1. ASSOCIATION ORGANIZATION

The Central High Alumni Association consists of a Board of Directors of up to 30 members.

Section 2. EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

Subject to the provisions of Article 6, Section 1, the Executive Committee of the Board of Directors is comprised of:

- President
- 1st Vice President
- 2nd Vice President
- Secretary
- Treasurer

The Board of Directors may, from time to time, appoint additional members to the Executive Committee in accordance with the provisions of Article 6, Section 1.

Section 3. BOARD OF DIRECTORS

The Executive Committee of the Board may seek up to 25 additional members to serve in various capacities on the Board of Directors of the Association and submit such names to for consideration by the nominating committee appointed by the Board of Directors in accordance with the provisions of Article 4, Section 5(a). The maximum number of Board members shall not exceed thirty (30) members.

Section 4. COMMITTEE STRUCTURE (See Article 6)

ARTICLE 4 DIRECTORS

SECTION 1. NUMBER

The Association may have up to 30 Directors and collectively they, along with the five officers shall be known as the Board of Directors.

SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in this state. Other qualifications for Directors of this Association shall be as follows:

- Be a former or present student, faculty or administrative alumni of CHS;
- Be a friend or associate of CHS and have an interest in furthering its aims;
- Be eligible for bonding, depending on the position of service;
- Be willing to promote the Association to alumni and friends of CHS;
- Be willing to volunteer services without remuneration for services rendered; and,
- Be willing to actively contribute in appointed or volunteer capacities

SECTION 3. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation of the Association and these Bylaws relating to actions required or permitted to be taken or approved by the Members, if any, of this Association; the activities and affairs of this Association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. DUTIES

It shall be the duty of the Directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties, of all Officers, agents and employees of the

Association;

(c) Supervise all Officers, agents and employees of the Association to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their addresses with the Secretary of the Association, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 5. ELECTION OF DIRECTORS

(a) At the annual meeting of members, the membership at large shall elect three (3) members to the Nominating Committee for the ensuing year. Any vacancy will be filled by appointment of the Board of Directors.

(b) The nominating committee will submit to the membership in writing three weeks prior to each annual meeting the name of at least one candidate for each office to be filled.

(c) Nominations of Directors may be made also by any member of the corporation provided the nomination is made in writing and delivered to the Secretary not less than seven days before the annual meeting. The names of the persons so nominated shall be presented to the annual meeting.

(d) No nominations will be made except in accordance with the foregoing, except that write-in votes will be allowed.

(e) Directors shall be elected at the annual meeting in accordance with the Articles of Incorporation, these Bylaws and the laws of the State of Arizona.

SECTION 6. NON-CUMULATIVE VOTING

In all elections of Directors of the corporation each member shall have the right to cast one vote for each Director to be elected at such election. A member need not vote for each position but may cast only one vote for any one person.

SECTION 7. TERM OF OFFICE OF DIRECTORS

The terms of office for Directors shall be two (2) fiscal years. Notwithstanding the foregoing, in order that there be continuity in the activities and affairs of the Board of Directors, one-half (1/2) of the Directors who are elected at the first annual meeting of members shall serve a term of one (1) fiscal year and one-half (1/2) of the Directors who are elected at the first annual meeting of members shall serve a term of two (2) fiscal years. The selection of Directors elected at the first annual meeting between one and two-year terms shall be determined by drawing lots under direction of the initial Board of Directors appointed in the Articles of Incorporation. Notwithstanding any of the foregoing, however, each Director shall serve until his successor shall have been duly elected and

qualified.

SECTION 8. COMPENSATION

Directors shall serve without compensation. Officers and Directors shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties.

SECTION 9. PLACE OF MEETINGS

Meetings shall be held at the principal office of the Association unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors.

SECTION 10. REGULAR MEETINGS

Regular meetings of Directors shall be held on the 3rd Monday of each month at 5:00 p.m., unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day or the subsequent Monday, as determined by vote of the Directors present.

Regular meeting dates and times may be changed by the Board of Directors.

SECTION 11. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the chairperson of the Board, the President, the Vice-President, the Secretary, by any two Directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall be held at the principal office of the Association or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 12. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

(a) Regular Meetings. No notice need be given of any regular meeting of the Board of Directors,

(b) Special Meetings. At least one week prior, notice shall be given by the Secretary of the Association to each Director of each special meeting of the Board. Such notice shall comply with the requirements of ARTICLE 9 of these Bylaws and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

(c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any Director of this Association under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 13. QUORUM FOR MEETINGS

A quorum shall consist of two Officers, one of which must be the Association's President or Vice-President, and Three other Members of the Board of Directors. Thus, the minimum quorum shall be 2-Officers and 3-Members.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 14. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 15. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President of the Association or, in his or her absence, by the Vice President of the Association or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Association shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding Officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 16. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 17. NONLIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of

the Association.

SECTION 18. INDEMNIFICATION BY ASSOCIATION OF DIRECTORS AND OFFICERS

The Directors and Officers of the Association shall be indemnified by the Association to the fullest extent permissible under the laws of this state.

SECTION 19. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association (including a Director, Officer, employee or other agent of the Association) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Association would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 5 OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The Officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, The Association may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, Committee Chairs, and other such Officers with such titles as may be determined from time-to-time by the Board of Directors.

SECTION 2. QUALIFICATIONS

- Any person who is a duly elected member of the Board of Directors may serve as Officer of this Association.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors, at any time, and each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve; or until his or her successor shall be elected and qualified, whichever occurs first.

Term of office shall be as set forth above; two-years except during the first year of the Association's existence when one-half will serve for one year; and the remaining half for two-years. All subsequent elections will be for two-year terms.

SECTION 4. REMOVAL AND RESIGNATION

Any Officer may be removed, either with or without cause, by the Board of Directors, at any time. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and,

unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of any Officer of the Association. Any Officer removed in accordance with the provisions of this Section 4 shall be deemed to have been removed as a member of the Board of Directors.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled a person appointed by the Board of Directors from among the then serving members of the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled, as the Board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive Officer of the Association and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Association and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time-to-time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and, if this Association has Members, at all meetings of the Members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Association, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the Association the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Maintain at the principal office of the Association or at such other place as the Board may

determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of Members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Ensure that all notices are given in accordance with the provisions of these Bylaws or as required by law.

Serve as custodian of the records and of the seal of the Association and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Association.

Keep at the principal office of the Association a Membership book containing the name and address of each and any Members, and, in the case where any Membership has been terminated, he or she shall record such fact in the Membership book together with the date on which such Membership ceased.

Exhibit at all reasonable times to any Director of the Association, or to his or her agent or attorney, on request therefore, the Bylaws, the Membership book, and the minutes of the proceedings of the Directors of the Association.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Association from any source whatsoever,

Disburse, or cause to be disbursed, the funds of the Association as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses,

Exhibit at all reasonable times the books of account and financial records to any Director of the Association, or to his or her agent or attorney, on request therefor.

Render to the President and Directors, whenever requested, an account of any or all of his

or her transactions as Treasurer and of the financial condition of the Association,

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports,

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Association, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. COMPENSATION

There are no salaries for the Officers or other Board of Directors members. Reimbursement is permitted in accordance with the provisions outlined in these Bylaws.

ARTICLE 6 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors shall, by a majority vote of its Members, designate an Executive Committee consisting of such number of Board Members as the Board may from time to time designate, provided however that all Officers of the Association designated in Article 3 above who are serving at any time must be members of the Executive Committee and the number of such Officers will be included in the member number limit of the Executive Committee established by the Board. The Board may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the Association, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its Member, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease, but not below two (2) plus the number of Officers of the Association designated in Article 3, Section 2 above who are then serving, the number of the Members of the Executive Committee, and fill vacancies on the Executive Committee from the Members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Notwithstanding any other provision of these bylaws to the contrary, the Officers of the Association designated in Article 3, Section 2 above serving at any time, shall be required members of the Executive Committee, and the Board shall not have authority to act contrary to this requirement.

SECTION 2. ASSOCIATION COMMITTEES

The Association shall have such other committees as may from time to time be designated by resolution of the Board of Directors, These committees may consist of persons who are not also Members of the Board and shall act in an advisory capacity to the Board. At least one Board Member shall sit on each committee. The Executive Committee, as advised by the full Board of Directors, may appoint committees as deemed necessary to achieve the goals and purposes of the Association. Selected chairs of committees may, at the discretion of the Executive Committee, be seated as members of the Executive Committee. Such action may be done providing it furthers the management abilities of the Committee, and furthers the ability to achieve the goals and purposes of the Association.

The formative Committees of the Association in 2003 are:

- **Governance:**
Review group for legal and compulsory reporting activities.
- **Marketing & Publicity, Communications and Calendar:**
Responsible for developing marketing and communication media for both internal and external activity and events.
Maintain the long-term planning calendar for the Association.
- **Membership:**
Responsible for recruitment and renewal of memberships.
Work with Marketing-Publicity Committee to develop membership media.
Maintain the Membership Roster and mailing list(s).
- **Athletics:**
Responsible for development of support activities for sport at CHS.
- **Social & Extra-curricular:**
Develop social plans for the Association and its members and seek support for CHS extra-curricular activity programs.
- **Fund-raising & Sponsorships:**
Raise funds and sponsorships for Association events.
- **Education & Mentoring:**
Develop activities and plans to support the educational pursuits of CHS teachers and students.
Solicit for and develop a Mentoring Program for the Association to assist the current CHS students.
- **Treasurer's & Scholarship**
Responsible for developing the Annual Audit of the Association.
Develop criterion, announcement and selection methods for the Central High

Alumni Association Scholarship Program.

- Traditions:
Develop the CHAA Hall of Fame and Honor's Gallery.
Seek ways to increase tradition for CHS that include alumni.
- Information Technology & Technology:
Create and maintain the Association's website, database of email listserv(s).
Promote through the website, the advancement of information to connect alumni and CHS classes.
Promote through the website, the availability of knowledge and information to help current CHS students succeed and improve performance.

The above Committees are noted at the inception of this Association and these Bylaws. The number, construct and intent of committees may change as the Association matures. This Section is for historical purposes and may be changed by vote of the Board of Directors. Change to the committee structure is encouraged, so as further the pursuit of the Association's goals and purposes.

SECTION 3. MEETINGS AND ACTIONS OF COMMITTEES

Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its Members for the Board of Directors and its Members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee, The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 7 MEMBERS AND FEES

SECTION 1. CHARTER MEMBERS

Alumni or persons who join the Association at the Charter level from August 1 to December 31, 2003 will be remembered *in perpetuity*.

SECTION 2. SUSTAINING (OR REGULAR) MEMBERS

Alumni or person who joins the Association and selects Sustaining Member as their designation are accorded all rights and privileges of membership of the Association.

SECTION 3. INITIAL MEMBER

Alumni or person who joins the Association for the first time after January 1, 2004.

SECTION 4. RIGHTS AND PRIVILEGES

Charter and Sustaining Members shall be entitled to immediately vote and hold office, serve on committees; and, enjoy all other rights and privileges of full-membership in the Association.

Initial Members will receive all communiqués and participate in all Association activities, can vote, but may not hold office during the first year of membership.

SECTION 5: ASSOCIATION FEES AND DUES

- Charter Membership: \$50.00
- Sustaining Membership: \$30.00
- Initial Membership: \$15.00
- Annual Dues (post 1-1-04) \$10.00

SECTION 6. ANNUAL MEETINGS OF MEMBERS

A regular meeting of the members shall be held annually on the first Saturday in February of each year if said day shall not be a holiday, otherwise at the same hour on the next succeeding Wednesday which is not a legal holiday. At such meeting, the annual report of the Association shall be submitted and read, Directors shall be elected, and all other business of the Association properly coming before such meeting and requiring action by the Members shall be acted upon. Written notice of each such meeting shall be given by the Secretary to each member in good standing at least ten days before the date of the meeting. Such notices need not specify any purpose of the meeting or business to be transacted thereat, and any business may be transacted at annual meetings.

SECTION 7. SPECIAL MEETINGS OF MEMBERS

Special meetings of members shall be held whenever called in writing by the President or by a majority of the Directors or by a majority of the members. Written notice of each such meeting, specifying the object, shall be given by the Secretary to each member in good standing, at least ten days before the date of the meeting.

SECTION 8. PLACE OF MEETINGS

The meetings of members shall be held at the place designated in the notice thereof.

SECTION 9. QUORUM

- (a) At any meeting of the members one-fourth (1/4) of the outstanding membership or twenty-five (25) members, whichever is less, shall constitute a quorum. Business transacted by the members will be by a simple majority of members present at any

meeting at which a quorum is in attendance.

ARTICLE 8 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Treasurer and countersigned by the President of the Association.

SECTION 3. DEPOSITS AND DISPERSALS OF FUNDS

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select. Deposits of funds and dispersal of funds shall be through the Association's four bank accounts with Bank of America, Phoenix, Arizona.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the nonprofit purposes of this Association.

ARTICLE 9 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Association shall keep at its principal office:

(a) Minutes of all meetings of Directors, committees of the Board and, if this Association has Members, of all meetings of Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its

properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its Members, if any, indicating their names and addresses and voting rights applicable to the category of Membership held by each Member and the termination date of any Membership;

(d) A copy of the Association's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Members, if any, of the Association at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Association. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such Instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Association and shall have such other rights to inspect the books, records and properties of this Association as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4. MEMBERS' INSPECTION RIGHTS

If this Association has any Members, then each and every Member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a Member:

(a) To inspect and copy the record of all Members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the Association, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the Secretary of the Association, upon written demand on, and payment of a reasonable charge to, the Secretary of the Association, a list of the names, addresses and voting rights of those Members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the Member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The Membership list shall be made within a reasonable time after the demand is received by the Secretary of the Association or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the Members or of the Board or committees of the Board, upon written demand on the Secretary of the Association by the Member, for a purpose reasonably related to such person's Interests as a Member.

Members shall have such other rights to inspect the books, records and properties of this Association as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts,

SECTION 6. PERIODIC REPORT

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the Members, if any, of this Association, to be so prepared and delivered within the time limits set by law,

ARTICLE 10

IRC 501 (C) (3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501 (h) of the Internal Revenue Code], and this Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office,

Notwithstanding any other provisions of these Bylaws, this Association shall not carry on any activities not permitted to be carried on (a) by an Association exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or (b) by an Association, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this Association shall inure to the benefit of, or be distributable to, its Members, Directors or trustees, Officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Association.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Association shall be distributed for one or more exempt purposes within the meaning of Section 510(c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable

provisions of the laws of this state.

SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this Association is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Association 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self—dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Sec-Lion 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Association to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Sec-Lion 4945(d) of the Internal Revenue Code.

ARTICLE 11 WRITTEN NOTICE

Whenever written notice is to be given to a member, officer or Director in accordance with these by-laws, it shall be given (a) by mailing postage prepaid a copy said member, officer or Director at his address as it appears on the books of the corporation, or otherwise to his post office address if known to the Secretary, (b) by e-mail to the e-mail address of the member, officer or Director as it appears on the books of the corporation, or (c) by facsimile to the facsimile telephone number of the member, officer or Director as it appears on the books of the corporation. Notice shall be deemed given (a) is sent by U.S. mail, on the date third date following the date it is deposited in the a U.S. mailbox, (b) if sent by e-mail, on the date the e-mail notice is sent, but such notice will not be deemed effective if the sender receives a return e-mail within 48 hours indicating that the original e-mail could not be delivered, or (c) if sent by facsimile, on the date the facsimile is sent, provided the sender has received the normal confirmation of completion of the transmission provided by the machine or computer out of which the facsimile was sent.

ARTICLE 12 AMENDMENT OF THE BYLAWS

SECTION 1. AMENDMENT

Subject to the power of the Members, if any, of this Association to adopt, amend or repeal the Bylaws of this Association and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

ARTICLE 13 CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Association, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this Association filed with an office of this state and used to establish the legal existence of this Association.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 2086 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial Directors or incorporators of this Association, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of preceding pages, as the Bylaws of this Association.

Signed: _____
Chairman of the Association

Dated: _____

Signed: _____
Secretary of the Association

Dated: _____

Reviewed by: _____
Counsel to the Association

Dated: _____