

BYLAWS

of the

FRIENDS OF NOTRE DAME HIGH SCHOOL, INC.

ARTICLE I Definitions

Section 1.01: Definitions

- 1: **Board.** “Board” means the Board of Directors of the Club
- 2: **Club.** “Club” shall mean and refer to The Friends of Notre Dame High School, Inc., a nonprofit corporation organized and existing under the laws of the State of Michigan.
3. **Member.** “Member” shall mean and refer to each person who is a member of the club. Members include, but are not limited to, graduates and former students of Notre Dame High School, parents of graduates of Notre Dame High School, and friends of Notre Dame High School.

ARTICLE II Name and Purpose of the Corporation

Section 2.01: Name

The name of the organization is FRIENDS OF NOTRE DAME HIGH SCHOOL, INCORPORATED. The name will be abbreviated to FRIENDS OF NOTRE DAME at times. The corporation will also use the name NOTRE DAME ALUMNI ASSOCIATION (NDAA).

Section 2.02: Purpose

As set forth in the Articles of Incorporation, the Friends of Notre Dame High School, Incorporated is organized exclusively to function as the Notre Dame High School Alumni Association.

These purposes include, but are not limited to:

- Class reunions
- Member events (alumni hockey, basketball tournament, softball tournament, etc)
- Communicating news to members via email and newsletters
- Charitable support of members in need

ARTICLE III Motto, Mission and Vision

Section 3.01: Motto

Keeping the spirit of the Fightin’ Irish alive since 2005!

Section 3.02 Mission

The mission of the Friends of Notre Dame High School is to serve as the alumni association of Notre Dame High School of Harper Woods, Michigan. The club will connect, inform and serve its diverse members and friends through strong leadership, events and effective communication.

Section 3.03 Vision

The Friends of Notre Dame High School, Inc. strive to promote a sense of pride, excitement and loyalty for the alumni and friends of Notre Dame High School by keeping her memory alive. The club will adapt to the ever-changing needs, attitudes and interests of ND alumni and friends, in the hopes that one day, Notre Dame High School will exist again.

ARTICLE IV Membership

Section 4.01: Classes

There shall be two classes of members: Corporate and Individual.

Section 4.02: Qualifications

Membership may be granted to any individual or corporate interest that supports the mission and purpose of the organization. Graduates and former students of Notre Dame High School of Harper Woods, Michigan are automatically considered members.

Section 4.03: Termination of Membership

Any member of the board of directors may suspend, terminate or expel a member at any time.

Section 4.04: Resignation

Any member may resign by filing a written resignation with the board of directors.

Section 4.05: Dues

Dues for membership are not required.

Section 4.06: Member Meetings

Member meetings will not be held, as the Friends of Notre Dame High School, Inc. is a directorship.

ARTICLE V Voting Rights

Section 5.01: Voting

The Friends of Notre Dame High School, Inc. is under the direction of the board of directors. All matters will be determined by the board of the directors. No other form of membership shall have a vote.

ARTICLE VI Board of Directors

Section 6.01: Authority of Directors

The board of directors is the policy-making body of the Friends of Notre Dame High School, Inc. and may exercise all powers and authority granted to the corporation by law.

Section 6.02: Number, Selection, and Tenure

The board shall consist of not less than two (2) directors. The president and vice-president shall serve indefinite terms. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the President shall choose the succeeding director. Directors will elect their successors. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.

Section 6.03: Resignation

Resignations are effective upon receipt by the Secretary of the Corporation in written notification.

Section 6.04: Meetings

The Board of Directors shall hold at least two (2) regular meetings per calendar year. Meetings shall be at such dates, times and places as the Board shall determine.

Section 6.05: Notice

Meetings may be called by the President or at the request of any director by notice emailed, mailed, telephoned, or telegraphed to each member of the Board not less than forty-eight (48) hours before such meeting.

Section 6.06: Quorum

When a quorum is present to organize a meeting, it is not broken by the subsequent withdrawal of any board members. The board members who are present in person or by proxy and who are entitled to vote may, by a majority of votes cast, adjourn the meeting despite the absence of a quorum.

Section 6.07: Action without a Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 6.08: Meeting Participation via Conference Telephone or via Internet

Members of the Board may participate in a meeting through use of conference telephone, internet or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 6.09: Committees

The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation.

Section 6.010: Nominating Committee

The board of directors shall serve as the nominating committee.

Section 6.011: Reimbursement

Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the organization in any other capacity, such as secretary and treasurer, are allowed to receive compensation therefore.

ARTICLE VII

Authority of Officers

Section 7.01: Officers

The officers of the Corporation shall be a President, a Vice-President, a Secretary/Treasurer, and such other officers as the Board of Directors may designate. Any two (2) or more offices may be held by the same person.

Section 7.02: Appointment of Officers; Terms of Office

The officers of the Corporation shall be elected by the Board of Directors at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors.

Terms of office may be established by the Board of Directors. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

Section 7.03: Resignation

Resignations are effective upon receipt by the Secretary of the Corporation in written notification.

Section 7.04: Removal

An officer may be removed by the Board of Directors at a meeting, or by action in writing pursuant to Section 6.07, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 7.05: President

The President shall be a director of the Corporation and shall preside at all meetings of the Board of Directors. The President, with the other officers, shall appoint the chairs of committees. Unless otherwise provided by these bylaws, the President shall be an ex-officio member of each committee.

Section 7.06: Vice-President

The Vice-President shall be a director of the Corporation and will preside at meetings of the Board of Directors in the absence of or request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors. In the event of the President's absence, the Vice-President shall exercise all the duties of the President. The Vice-President shall assist the President in overseeing and coordinating all the committees and shall serve as an ex-officio member of each committee.

Section 7.07: Secretary

The Secretary shall be a director of the Corporation and shall keep the minutes of all meetings of the Board of Directors in the books proper for that purpose. The Secretary shall perform such other duties as occasionally may be assigned by the Board of Directors. The Secretary shall maintain the minutes, records, and by-laws of the Association. The Secretary shall be responsible for keeping a written record of all the meetings of the Association and for seeing that all the members of the Board of Directors receive a copy.

Section 7.08: Treasurer

The Treasurer shall at all times keep an accurate accounting of the financial state of the Friends of Notre Dame High School, Inc. and shall also keep record of all events, sponsorships, and activities in which the Association has a financial interest. The Treasurer shall provide a complete and accurate financial report representing the current status of the financial affairs to each member in attendance at every meeting of the Board of Directors.

Section 7.09: Paid Staff

The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

ARTICLE VIII Indemnification

Section 8.01: Indemnification

Every member of the Board of Directors, officer, member or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE IX Advisory Boards and Committees

Section 9.01: Establishment

The Board of Directors may establish one or more Advisory Boards or Committees.

Section 9.02: Size, Duration, and Responsibilities

The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

ARTICLE X Financial Administration

Section 10.01: Fiscal Year

The fiscal year of the Corporation shall be January 1 - December 31 but may be changed by resolution of the Board of Directors.

Section 10.02: Checks, Drafts, Etc

All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Section 10.03: Deposits and Accounts

All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

ARTICLE XI

Books and Records

Section 11.01: Books and Records

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

ARTICLE XII

Amendment of Bylaws

Section 12.01: Amending Bylaws

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 6.07.

ARTICLE XIII

Dissolution

Section 13.01: Financial Assets

In the event of liquidation and or dissolution of the Club, whether voluntary or, involuntary, no officer, director or member of the Club shall be entitled to any distribution or division of any remaining financial assets, proceeds or profits of the Club. All such financial property shall be subject to the discharge of valid obligations of the Club and, after the payment of the same, shall be distributed pursuant to a plan of distribution adopted by the board of directors in accordance Michigan law to another eleemosynary corporation which is exempt from Michigan income tax and is qualified for exemption from federal income taxes under section 501 (c) of the Internal Revenue Code of 1954 as amended, or the federal, state or local governments to be used exclusively for public purposes. This article shall be irrevocable unless there shall be a change in federal and Michigan Law which would permit its revocation without affecting the Club's exemption from federal and Michigan income taxes.

Section 13.02: Property Assets

In the event of liquidation and or dissolution of the Club, whether voluntary or, involuntary, the officers and directors of the Club shall be entitled to determine proper distribution of all club property (memorabilia, yearbooks, trophies, etc), as such items will be of no value to anyone other than its members.