



Adopted: March 6, 2013

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## SAN DIEGO HIGH SCHOOL ALUMNI ASSOCIATION BY-LAWS

### ARTICLE I: NAME

The name of this organization shall be the "San Diego High School Alumni Association," herein after designated as the "SDHS AA". The SDHS AA is registered as a not-for-profit corporation under the Corporate Laws of the State of California.

### ARTICLE II: ASSOCIATION OFFICE

The main office of the SDHS AA is fixed and located in the Media Center at San Diego High School, 1405 Park Blvd., San Diego, California 92101. The SDHS AA Board of Directors may at any time or from time to time change said office from one location to another in the County of San Diego.

### ARTICLE III: MISSION STATEMENT AND OBJECTIVES

The mission of the SDHS AA is to promote the interest and welfare of San Diego High School through membership therein of former students and graduates; to inspire, develop and maintain the interest of Alumni of the High School; to foster planning for and support to the High School and/or the SDHS AA; to maintain close cooperation among SDHS AA officers and administrators, faculty and staff of San Diego High School; and to establish a way through which the SDHS AA may support and advance the pursuit of excellence in education of students at San Diego High School.

The objectives of the SDHS AA are:

- 1) To collect, preserve and display the school's photographs, papers and artifacts;



- 2) To staff the alumni office and maintain current files of all SDHS graduates
- 3) To sponsor and assist in class reunions and annual homecoming events;
- 4) To publish for the alumni a newsletter and a web site;
- 5) To support and assist the school and the SDHS Foundation;
- 6) To promote school spirit and student pride through historical knowledge

#### ARTICLE IV: MEMBERSHIP

Section 1 - Qualification for General Membership: All students who have graduated from San Diego High School, all persons who qualify as former students or honorary members, and all present and former members of San Diego High School faculty and staff shall be eligible to be members of the SDHS AA.

Section 2 - Classes of Membership: All such persons shall be members of the SDHS AA under the following provisos:

- (a) Annual Members: All those whose dues are paid on a yearly basis in the amount specified by the SDHS AA;
- (b) Life Members: All those whose dues are paid on a one- time basis in the amount specified by the SDHS AA;
- (c) Sustaining Members: All those who after paying their Life Membership dues continue to regularly donate to the SDHS AA;
- (e) Honorary and Emeritus Members: The SDHS AA board of directors may elect any person as an honorary or emeritus member who shall have rendered exceptional service to the SDHS AA; an honorary member shall enjoy full privileges of membership, with the exception of voting, in the SDHS AA for life without payment of dues.

Section 3 - Rights and Privileges of Members: All persons regularly admitted to General Membership in the SDHS AA shall have the rights and privileges as herein prescribed.



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#### ARTICLE V: DUES AND LIABILITY

Section 1 - Dues: The members shall pay dues in each of their classes of membership as recommended by the board and approved by the General Membership at its annual meeting. The board may choose to adjust member dues temporarily to increase membership.

Section 2 - Liability: No Member, Officer or Director shall be personally liable for the debts, liabilities or obligations of the SDHS AA, and any and all creditors shall look only to the SDHS AA for payment.

Section 3 - The SDHS AA board may provide errors and omission insurance and/or bonds for officers and all board members as recommended by counsel.

#### ARTICLE VI: BOARD OF DIRECTORS AND OFFICERS

Section 1 - General Supervision and Control: The general supervision and control of the SDHS AA, its affairs and business shall vest in and be exercised by a board composed of members elected as provided in the By-Laws, plus such ex-officio and advisory members as provided for herein. The board may delegate its authority to the extent that it deems appropriate to such committees as it may designate or constitute for the purpose, consistent with functions of the committees prescribed in Article XI of the By-Laws.

Section 2 - Board of Directors: The SDHS AA Board shall consist of five (5) officers, twelve (12) Directors, and four (4) Standing Committee Chairmen. They alone serve as the voting positions on the SDHS AA Board. The SDHS AA Board of Directors shall be referred to as the "board" hereafter.



Section 3 - Officers: The SDHS AA shall have the following officers: President, First Vice President, Second Vice President, Secretary and Treasurer. Officers compose the “Executive Committee”; each serve a two year term, and are elected in the Fall of even numbered years by the membership during the annual SDHS AA membership meeting.

Section 4 - Ex officio officers: The SDHS AA board may also appoint additional officers whose terms are limited to coincide with the executive committee. Such ex officio officers serve in an advisory capacity and are non-voting members of the board.

Section 5 - Elected board members have one vote. Proxy voting is not allowed. An elected officer or board member shall have one, elected, position on the board. When a board member becomes an officer, his/her other elected board position shall be vacated and the board may appoint another member to fill the vacated position for the remainder of the term.

Section 6 - Twelve (12) directors who serve as voting board members are elected as follows: In even numbered years, during the annual membership meeting, the membership elects four (4) directors who serve two-year terms. In odd numbered years, the membership elects four (4) directors who serve two-year terms. At the January organizational meeting of the SDHS AA board four (4) directors who serve as voting board members are nominated by the president (or a nominating committee) and ratified by the board to serve one year as directors.

Section 7- Four (4) Chairpersons of Standing Committees shall be voting members of the board of directors. They are appointed to serve two-year terms by the President and are ratified at the annual organizational meeting of the board in January following the election of officers. They serve as committee chairmen for Membership, Historian, Newsletter and Website.



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Section 8 - Executive Committee: The Association shall have an Executive Committee composed of the President, First Vice- President, Second Vice-President, Secretary and Treasurer.

Section 9 - Ex-Officio Members: All Past Presidents of the SDHS AA, the current school principal, a faculty or staff representative and a student representative shall be non-voting members of the Board.

Section 10 - Advisory Board Members: Advisory Board members may be appointed by the President or by the board from time to time to serve as non- voting board members for a one year/renewable term.

Section 11: Ad hoc or special committees may be appointed from time to time for special purposes and for a limited time, such as: Special Projects, and Wall of Honor. Chairpersons of these committees are appointed by the board. The chairpersons hold non-voting, advisory, board positions.

Section 12 - Removal/Resignation/Vacated positions: Any Board member or officer may be removed during his/her term by two-thirds (2/3) vote of the entire board whenever, in its judgement, removal would best serve the interests of the SDHS AA. The board may fill any vacated position for the remainder of the unexpired term. A meeting called for that purpose may be held as an emergency called by the President, or any three officers or five members of the board. Voting shall be conducted by only those present at the meeting.

Such removal shall immediately terminate all authority of such person. Reason for removal may include, but not be limited to, misconduct, dereliction of duties, malfeasance of office or absenteeism. Absenteeism is defined as missing two successive meetings or three meetings in two years with or without legitimate excuse. The resignation of any board member or officer shall be tendered in writing to the secretary and shall become effective as of the date tendered.



Section 13 - Vacancies: Vacancies occurring on the Board shall be filled by a special election by board members. Those elected to fill such vacancies shall serve out the remainder of that unexpired term.

Section 14 - Re-election: All voting members of the board may be re-elected by the membership when their term expires, or be appointed to fill a vacated board position for the unexpired term of that position as a voting member of the board. Officers may succeed themselves when their term of office expires.

### Article VII: Nominations

Section 1 - Nominating Committee: Nominations for all SDHS AA officers and directors shall be made by a Nominating Committee. The nominating committee is appointed by the SDHS AA Board at its meeting in June and shall serve until the membership meeting is completed in the Fall.

Section 2 - The committee shall select its own chairman who shall call the meetings and set the agenda for each meeting, giving ample notice to committee members of both the meeting and the agenda. The committee shall act by majority vote. The committee shall offer no minority report. The committee shall report the slate of nominees to the board by September and which report shall be recorded by the secretary in the September board meeting minutes. The President may not serve on or act as counsel to the committee.

Section 3- At the annual membership meeting in even numbered years, nominations for officers shall be presented and other nominations may be made from the floor.



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Section 4 - Nomination by Petition: Nomination for any position on the SDHS AA Board may be made by a petition signed by ten (10) or more SDHS AA members. Said petition shall be submitted to the SDHS AA secretary and presented to the board not later than the September board meeting. Only one Petition shall be received for any nominee.

Article VIII: BOARD OF DIRECTORS ELECTION, DUTIES AND RESPONSIBILITIES

Section 1 - Election: Board members shall be elected from and by the SDHS AA Members at their regular annual meeting to be held in the Fall of even numbered years. If there is but one candidate for any office, the ballot for that office may be dispensed with and the election held by voice vote.

Section 2 - Duties and Responsibilities: The general supervision and control of the SDHS AA, its affairs and business shall vest in and be exercised by a Board of Directors composed of members elected as provided in these By-Laws, plus such Ex- Officio Members as are provided for herein. The board may delegate its authority to the extent that it deems appropriate to such committees as it may designate or constitute for the purpose, consistent with functions of the committees prescribed in Article XI of the By-Laws.

Article IX: OFFICERS ELECTION, RESPONSIBILITIES AND DUTIES

Section 1 Election: Officers of the SDHS AA shall be elected in even numbered years by members of the SDHS AA at the annual membership meeting based upon a slate presented by the nominating committee. Each officer shall serve for two (2) consecutive years, shall hold office until resigning, being removed or otherwise disqualified to serve, or until a successor shall be elected and ratified.



Section 2 - Responsibilities: All Officers are subordinate and responsible to the Board of Directors, and serve at their option.

Section 3 - Duties: President: The President shall be the chief executive officer of the SDHS AA and shall, subject to the control of the board, have general supervision, direction and control of the affairs of the SDHS AA.

He/she shall preside at all annual and special meetings of the SDHS AA and at all meetings of the board. He/she shall be chair of the Executive Committee and shall have the general powers and duties usually vested in such office and shall have such other powers and duties as may be prescribed by the board or by the By-Laws.

Section 4- Duties: First Vice President: The First Vice President in the absence or disability of the President shall perform all duties of the President, and when so acting shall have all the power of, and be subject to all restrictions upon, the President. He/she shall have such powers and perform such other duties as from time to time may be prescribed for him/her by the board or by the By-Laws.

Section 5- Duties: Second Vice President: The Second Vice President in the absence of the First Vice President and the President, shall perform all duties of the First Vice President, and when so acting shall have all the power of, and be subject to all restrictions upon, the President.

He/she shall have such powers and perform such other duties as from time to time may be prescribed for him/her by the board or by the By-Laws.

Section 6 -Duties: Secretary: The Secretary shall keep or cause to be kept a book of minutes at the SDHS AA office, or such other place as the board may order, of all board and member meetings, with the time and place of holding, whether regular or special. He/she shall be the custodian of all papers, books, reports and/or records of the SDHS AA except those maintained by the Treasurer or SDHS AA Office Manager and give all notices required by law, these By-Laws or resolutions, and perform such other duties as may be delegated by the board or President.



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Duties: Treasurer: The Treasurer shall be responsible for the custody of SDHS AA funds and maintain separate accounts for such funds. He/she shall keep in books belonging to the SDHS AA full and accurate accounts of all receipts and disbursements and render an accounting thereof in writing annually or whenever required by the board. He/she shall keep funds in such bank or banks as may be designated by the board. Such funds shall be disbursed only on the SDHS AA check, signed by the President, or a designated representative and countersigned by the Treasurer. In the absence of the President, checks shall be signed by the First Vice President.

Committees and Committee Chairmen: Committee Chairmen shall be nominated by the President and ratified by the executive committee or board. The term of office shall be no longer than the term for the officers. A chairman may be reappointed. The executive committee shall establish the objectives for the work of all committees and duties of the committee chairmen.

#### Article X: ASSOCIATION OFFICE MANAGER

The Association shall retain a member in good standing as its Office Manager. The Office Manager shall serve at the board's pleasure and be responsible for such duties as described herein, or to be determined from time to time by the board under the supervision of the President.

Section 1 Duties and Responsibilities: The Office Manager shall maintain the SDHS AA office. Such position is part-time, or by independent contract with the SDHS AA. The position is supervised by the President of the SDHS AA. He/she shall serve as the conduit between members and the board, and shall handle correspondence and telephone inquiries regarding membership and SDHS AA activities.



He/she shall supply reunion chairpersons with information regarding their reunion activities and inform them of SDHS AA assistance as it applies to their decade reunions. The Office Manager will work in close contact with the Membership Chairman, and will be responsible for all mailings to prospective and active members. He/she shall notify board members of board meetings not less than ten (10) days prior to each meeting, and shall perform such other duties as may be delegated by the President. The Office Manager will serve as an Ex-Officio Member of the board, and as such shall have no voting privileges. The Office Manager shall not set SDHS AA policies regarding alumni activities, and shall report office activities to the board at each meeting.

**Section 2 - Work Schedule:** The Association Office Manager shall attend the office on a regularly scheduled basis as determined by the board or authorized by the President. In the event that the Office Manager must take time off from the established schedule, he/she shall arrange for an alternate board member as a substitute. Work performed at other times and places must be approved by the President. The SDHS AA office will typically be closed on all school holidays and vacations. Exceptions to this schedule or duties must be approved in advance by the President.

**Section 3 - Compensation:** The Office Manager or additional clerical worker shall be compensated by the SDHS AA on a monthly basis in an amount determined by a majority vote of the board. Compensation shall be paid on the basis of hourly work performed. Such compensation and standard work schedule to be reviewed yearly and determined by the executive committee and ratified by the board.

**Section 4 - Removal and Resignation:** The Office Manager may be removed by two-thirds (2/3) vote of the board whenever, in its judgement, removal would serve the best interests of the SDHS AA. Such removal shall terminate all authority of such person. Reasons for removal may include, but not be limited to, misconduct, dereliction of duties, malfeasance or excessive absence or poor work quality. The resignation of the Office Manager shall be tendered in writing to the Board not less than thirty (30) days prior to the date set for resignation.



Adopted: March 6, 2013

Article XI: COMMITTEES

Section 1 - Standing Committees: Standing Committees consisting of three (3) or more members shall be Executive, Membership, Historical, Newsletter and Website.

Section 2 - Special Committees: The President or Board may create Special Committees dealing with matters relating to the purposes of the SDHS AA. The duties of such Special Committees may be established at their time of appointment. They shall be considered ad hoc and have a designated purpose and limited timeline for completion of duties assigned.

Section 3 - Appointment and Tenure: Except for the Executive Committee, the members, and the number thereof, of each committee of the SDHS AA shall be approved by the Executive Committee as appointed by the President. The President shall appoint and the Executive Committee approve, and may likewise remove, the Chairperson of each committee, and each committee shall meet at the call of its' Chairperson or his/her designee. The President may delegate any of the above duties to another officer.

Section 4 - Responsibilities: The responsibility for all SDHS AA business not delegated to a committee established pursuant to these By-Laws shall be assumed by the Executive Committee or, at its option, by the Board of Directors.



## ARTICLE XII: MEETINGS, NOTICES, QUORUMS AND FISCAL YEAR

Section 1 - Place of Meetings: All meetings of the SDHS AA, board or any committee shall normally be held within the County of San Diego, State of California, either at the SDHS AA office at San Diego High School or at a place designated for such meetings by the President, board or committee chairman. With board approval under exceptional occasions, a meeting may need to be held elsewhere and may be authorized by the executive committee.

### Section 2 - Meetings of the SDHS AA

(a) Annual Meeting: The annual meeting of SDHS AA members shall be held during Homecoming Week in the Fall of each year at San Diego High School, on a day and time designated by the Board. This meeting shall be held for the purpose of electing members of the Board and to transact such other business as required.

(b) Board Meetings: Regular board meetings shall be held quarterly in January, March, June and September at such time and place as may be fixed by the President. The board shall have an annual organizational meeting for the ensuing year at a date following the annual meeting of the SDHS AA members (designated as Homecoming) at a place selected by the President.

(c) Special Meetings: Special meetings of SDHS AA members may be called by the President, board, or upon the written petition of twenty five (25) members. The petition shall state the purpose of the meeting and the business to be transacted. No business other than that so specified shall be transacted except by unanimous consent of the members present. The petition shall be sent to the President by certified or registered mail. He/she shall set a date and time for the special meeting which shall be published in the next SDHS AA Newsletter publication, or announced at the next regularly scheduled annual membership meeting in the Fall, whichever may be sooner.



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The date of the special meeting shall be no sooner than 15 days or later than 30 days following the announcement.

(d) Special meetings of the SDHS AA board may be called by the President or upon written petition of three board members, which petition shall set forth the purpose of the meeting. The petition shall be sent to the President by certified or registered mail. He/she shall set a date and time for the meeting, which shall be no less than five (5) days nor more than ten (10) days following receipt of the petition. Board members shall be given no less than five (5) days notification of all special meetings. The notice given shall state the business to be transacted. No business other than that so specified shall be transacted at such special meetings except by unanimous consent of the Board members present.

Section 3 - Voting: At all SDHS AA meetings, each member and board member in good standing with paid membership dues in the SDHS AA shall be entitled to one (1) vote. Such vote may be given orally or by written ballot at the discretion of the Chairperson of the meeting. Every vote shall be determined by a simple majority of the members who vote. Proxy voting shall not be permitted.

Section 4 - Quorum: Presence in person of twenty five (25) members shall constitute a quorum for the transaction of business at any meeting of members of the SDHS AA. Six (6) board members present at any board meeting shall constitute a quorum for the transaction of board business. A majority vote shall govern, except where otherwise provided in these By-Laws.

Section 5 Fiscal Year: The fiscal year of the corporation shall commence on January 1 of each year and end on December 31 of the same year.



Section 6 Robert's Rules of Order: Except where indicated within these bylaws, Robert's Rules of Order shall be used and parliamentary procedures shall be used in all meetings of the association, the board and committees.

### Article XIII: SDHS AA Funds

The board shall create, maintain and control the disposition and expenditure of SDHS AA funds, which shall be used and employed in such manner as the board shall from time to time direct in order to best serve the SDHS AA purposes. The funds may be divided into the following categories:

Section 1 - General Expense Fund: There shall be deposited into this fund all dues paid by the members and such other monies as may from time to time be paid into the SDHS AA by its members or others and designated by the donors to be applied to the SDHS AA General Expense Fund. Any excessive balance in this fund may cause the board to place some funds into a CD or other long term investment approved by the board.

This fund shall be used to defray all general expenses of the SDHS AA, including salaries, clerical assistance, supplies and other expenses of a general nature incurred in connection with the administration of SDHS AA affairs, and other operational expenditures approved by the SDHS AA board.

Section 2 - Special Projects Fund: There shall be deposited into this fund all monies donated by members and others when expressly donated for Special Projects or any general donation not designated for operational purposes. Monies for this fund shall be established from time to time as the board may direct: to further the welfare of San Diego High School, students, alumni or the SDHS AA or for any other special purposes which the board may designate in keeping with the defined objectives of the SDHS AA.



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When monies are designated for a special project, they shall not be used for any other purpose until such time as the project has been completed. All unused monies of the special project shall then be transferred to the General Expense Fund when the project is completed or placed in general reserves. When determined by the SDHS AA board, additional funds may be added into the Special Projects Fund from the reserves or operational account for special projects. Such special projects shall be formally introduced to the SDHS AA Board by the chairman of the Special Projects committee.

Project Proposals shall be written, state specific purposes for the proposed project, a budget for the project, timeline for completion and the SDHS AA purposes or objectives to be met by such project.

Upon approval by the board, the Special Projects chairperson shall supervise the approved projects and provide a quarterly progress report to the board for each project until each project is completed.

#### ARTICLE XIV: Amendments

Section 1- Amendments: By-Laws of the Association may be adopted, amended, added to, repealed or new By-Laws adopted; by a vote of the majority of the board members present at any regular or special meeting thereof, or by a vote of the majority of SDHS AA members present at any regular or special meeting. The By-Laws may not be amended unless the subject matter of such amendment(s) is published in the meeting notice.

Section 2 - Adoption: By-Laws origination and adoption on June 4, 1975 by the following Board of Directors: De Graff Austin, Mamie Depew, Willis Fletcher, J. Stanley Foster; James Gauntlett, Beulah Giovanazzi, Beverly Hom, Morton C. Jorgensen, Robert Klicka, Harriette Sargent Marshall, H.D. Murphy, Beverly Ohler, Kathrine C. Pabst, Frank Petrich, Ross M. Pyle, Martha Shaw, Carol A. Smith, Edward Streicher, Rhea Jane Watts.



Section 3- Revision: By-Laws revised June 10, 1993 by the following Committee: Dottie Ditomaso, Marci Paraiso Heider, Beverly Hom, Don Kader (Chair).

Section 4 Revision: Proposed By-Laws revisions presented for first reading January 9, 2013 by the following committee: Sam Salazar, Hector Baca, Joe Dini and Sonny Morper, followed by board review and final approval March 6, 2013.

ARTICLE XV: SEAL AND RECORDS

Section 1 - The Seal of The SDHS AA shall have a common seal consisting of a circle having within and around its circumference the words "San Diego High School Alumni Association" and across the face thereof the words and figures "Founded, 1975"; an impression of said seal shall be made on this page (below).

(seal)

Section 2: Records: The SDHS AA shall keep correct records, accounts and reports of its business. All such records shall be kept at the office of the SDHS AA, and the same shall be open to inspection by the members in the manner provided by law.

Section 3: (as of January 2012)

San Diego High School Alumni Association Board of Directors and Officers



Adopted: March 6, 2013

(5) Officers: (2 year terms, elected by membership in odd numbered years)

(4) Elected Directors: (2 year term, elected by membership /even numbered years) John Allende, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_.

These officers are known as the Executive Committee.

President: Joe Dini

1st Vice President Pete Gumina

2nd Vice President: Hector Baca

Secretary: Nancy Hansen

Treasurer: MaryAnn Hechanova

(4) Elected Directors: (2 year term, elected by membership in odd numbered years)

\_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_.

(4) Elected Directors: (2 year term, elected by membership /even numbered years)

\_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_.

(4) Appointed Directors: (1 year terms, appointed by board) \_\_\_\_\_,

\_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_.

Standing Committees/Chairmen: (2 year terms, appointed by board to serve during officers' terms)

Historian: Don King

Newsletter: Sharon Anderson

Membership: Tony Hechanova

Website: Sonny Morper

Ex-Officio and Advisory board members

Sam Salazar, Sharon Green, Michael Blanco, Bill Ohler, Willie Horton  
Carol Perkins, Eddie Head, Mazarene Arrington, Marci Heider, Joe Lindsay, Isaac Camacho, John Cash, Ray Cooper, Stacey Seiders, Deborah Malbrough, Don Radmilovich, and Joe Busalachi.

Special Committees (limited term, appointed by Executive Committee)

(i.e. Wall of Honor, Nominating, All Classes Reunion, Special Projects)



Let all who read this document know:

That we, the undersigned being Officers and Directors of the foregoing San Diego High School Alumni Association, do agree to the foregoing By-Laws and adopt same as the By-Laws of the SDHS AA including Amendments made to the original and revised By-Law Charter.

(\*original signatures in alumni office)

As witnesses, we have signed\* our names below;

month: March day: Sixth year: 2013

1. President: Joe Dini \_\_\_\_\_
2. 1st Vice President: Pete Gumina \_\_\_\_\_
3. 2nd Vice President: Hector Baca \_\_\_\_\_
4. Secretary: Nancy Hansen \_\_\_\_\_
5. Treasurer: MaryAnn Hechanova \_\_\_\_\_
6. Historian: Don King \_\_\_\_\_
- 7 Membership: Tony Hechanova \_\_\_\_\_
- 8 Newsletter: Sharon Anderson \_\_\_\_\_
9. Website Sonny Morper \_\_\_\_\_
10. Directors: John Allende \_\_\_\_\_
11. Ex-officio and Appointed board members:

*San Diego High School*

Alumni Association  
Founded 1975

1405 Park Boulevard | San Diego, CA 92101-4722

Telephone: 619-231-8982 | Office Hours: Monday-Wednesday - 10 am to 2 pm



Adopted: March 6, 2013

Presented by the By Laws revision committee:

Sonny Morper, chairman

Sam Salazar

Hector Baca

Joe Dini