



Adopted: September 13, 2022

SAN DIEGO HIGH SCHOOL ALUMNI ASSOCIATION BYLAWS

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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



ARTICLE I. NAME

The name of this organization shall be the "San Diego High School Alumni Association," hereinafter designated as the "SDHSAA."

ARTICLE II. ASSOCIATION OFFICE

The main office of the SDHSAA is in the Media Center at San Diego High School, 1405 Park Blvd., San Diego, California, 92101. As necessary, the SDHSAA Board of Directors may change the location.

ARTICLE III. MISSION AND OBJECTIVES

The mission of the SDHSAA is to:

- promote the interest and welfare of San Diego High School through Membership therein of former students and graduates
- inspire, develop, and maintain the interest of alumni
- Foster planning for and support to SDHS
- maintain close cooperation among SDHSAA officers and administrators, faculty and staff of SDHS
- establish a way through which the SDHSAA may support and advance the pursuit of excellence in education of students at San Diego High School

The objectives of the SDHSAA are to:

- 1) collect, preserve, and display the school's photographs, papers, and artifacts
- 2) staff the alumni office and maintain current files of all SDHS graduates
- 3) sponsor and assist in class reunions and annual homecoming events
- 4) publish a website and newsletter for alumni
- 5) support and assist the school and the SDHS Foundation
- 6) promote school spirit and student pride through historical knowledge.

ARTICLE IV. MEMBERSHIP

4.01. 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 SDHSAA.

4.02. Classes of Membership: All such persons shall be members of the SDHSAA under the following provisos:

- (a) Annual Members: All those whose dues are paid on a yearly basis in the amount specified by the SDHSAA.
- (b) Life Members: All those whose dues are paid on a one-time basis in the amount specified by the SDHSAA.
- (c) Sustaining Members: Those who, after paying their Life Membership dues, regularly donate to the SDHSAA.
- (d) Friend Members: Those who did not graduate from San Diego High School and wish to support SDHS. This may include spouses of graduates, teachers, Coaches and staff. Membership is paid as designated above in (a), (b), and (c) to the SDHSAA.



(e) Honorary and Emeritus: The SDHSAA Board of Directors may elect any person as an honorary or emeritus member who shall have rendered exceptional service to the SDHSAA; an honorary member shall enjoy full privileges of Membership, with the exception of voting in the SDHSAA for life without payment of dues.

4.03. Rights and Privileges of Members: All persons regularly admitted to General Membership in the SDHSAA Shall have the rights and privileges as herein prescribed.

ARTICLE V. DUES AND LIABILITY

5.01 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 the SDHSAA Annual Meeting held during Homecoming Week. The Board may choose to adjust member dues temporarily to increase Membership.

5.02 Liability: No Member, Officer, or Director shall be personally liable for the debts, liabilities, or obligations of the SDHSAA, and any creditors shall look only to the SDHSAA for payment.

5.03 Insurance: The SDHSAA Board may provide errors and omission insurance and bonds for officers and all Board members as recommended by counsel.

ARTICLE VI. BOARD OF DIRECTORS AND OFFICERS

6.01 General Supervision and Control: The general supervision and control of the SDHSAA, its affairs, and business shall vest in and be exercised by a Board composed of members elected as provided in the Bylaws, 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 Bylaws.

6.02 Board of Directors: The SDHSAA Board shall consist of five (5) officers from the Executive Committee and ten (10) Directors.

6.03 Officers: The SDHSAA shall have the following elected officers: President, First Vice President, Second Vice President, Secretary, and Treasurer. Officers compose the Executive Committee, and each serves a two-year term. They are elected during the SDHSAA Annual Meeting. An Officer of SDHSAA may elect to serve as a Chairperson of a Committee in addition to their other duties.

6.04 Ex officio officers: The SDHSAA Board may 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.

6.05 Elected Board members have one vote. Proxy voting is allowed via an email or text sent to the Executive Committee.

6.06 Ten (10) directors who serve as voting Board members are elected during the SDHSAA Annual Meeting. The Membership elects directors to fill Board seats, who serve two-year terms.



- 6.07** Three (3) Chairpersons of Committees shall be appointed from the Board's voting members. They are appointed to serve two-year terms by the Presidents and ratified at the January Board meeting. They serve as committee chairpersons for Membership, Wall of Honor, and Finance.
- 6.08** **Ex-Officio Members:** The current school principal, a faculty or staff representative, and a student representative shall be non-voting members of the Board. All Past Presidents of the SDHSAA shall be ex-officio members with voting rights.
- 6.09** **Advisory Board Members:** Advisory Board members may be appointed by the Board's President to serve as non-voting Board members for a one-year, renewable term.
- 6.10** **Ad hoc committees** may be appointed from time to time for particular purposes. When possible, ad hoc committees should have one Board member appointed to the committee. The Board appoints chairpersons of these committees. The chairpersons hold non-voting and advisory Board positions.
- 6.11** **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 judgment, removal would best serve the interests of the SDHSAA. 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 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. Reasons for removal may include but are not limited to absenteeism, misconduct, dereliction of duties, or malfeasance of office. Absenteeism is missing two or more Board meetings without written or verbal communication with the Executive Committee.
- 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.
- A special election shall fill vacancies occurring on the Board by the Board. Those elected to fill such vacancies shall serve the remainder of that unexpired term.
- 6.12** **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.

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- 7.01 Nominating Committee:** Nominations for all SDHSAA officers and directors shall be made by a Nominating Committee. The committee is appointed by the SDHSAA Board at its meeting in June and shall serve until the membership meeting is completed in the fall.
- 7.02 The Nominating Committee** shall select its Chair, who shall call the meetings and set the agenda for each meeting, giving ample notice to committee members of 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.
- 7.03** At the SDHSAA Annual Meeting held during Homecoming Week, nominations for officers shall be presented, and other nominations may be made from the floor.
- 7.04 Nomination by Petition:** Nomination for any position on the SDHSAA Board may be made by a petition signed by ten (10) or more SDHSAA members. Said petition shall be submitted to the SDHSAA secretary and presented to the Board no later than the September Board meeting. Only one petition shall be received for any nominee.

ARTICLE VIII: BOARD OF DIRECTORS ELECTION, DUTIES

- 8.01 Election:** Board members shall be elected from and by the SDHSAA members at the SDHSAA Annual Meeting held each fall during Homecoming Week. 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.
- 8.02 Duties:** The general supervision and control of the SDHSAA, its affairs and business shall vest in and be exercised by a Board of Directors composed of members elected as provided in these Bylaws, plus such ex-officio 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 Bylaws.

ARTICLE IX: OFFICERS' ELECTION AND RESPONSIBILITIES

- 9.01 Election:** Officers of the SDHSAA shall be elected at the SDHSAA Annual Meeting based upon a slate presented by the nominating committee. Each officer shall serve for two (2) consecutive years, hold office until resigning, and be removed or otherwise disqualified to serve.
- 9.02 Responsibilities:** All officers are subordinate and responsible to the Board of Directors and serve at their option.

- 9.03 Duties:**

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- 9.03.1 President:** The President shall be the chief executive officer of the SDHSAA and shall, subject to the control of the Board, have general supervision, direction, and control of the affairs of the SDHSAA. S/he shall preside at all SDHSAA Annual Meetings, special meetings of the SDHAA, and all Board meetings. S/he 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 the Bylaws.
- 9.03.2 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. S/he shall have such powers and perform such duties as from time to time may be prescribed for her/him by the Board or the Bylaws.
- 9.03.3 Second Vice President:** The Second Vice President, in the absence or disability of the President and First Vice 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. S/he shall have such powers and perform such duties as from time to time may be prescribed for her/him by the Board or the Bylaws.
- 9.03.4 Secretary:** The Secretary shall keep or cause to be kept a record of minutes at the SDHSAA office or such other place as the Board may order all Board and member meetings, with the time and place of holding, whether regular or special. S/he shall be the custodian of all papers, books, reports, and records of the SDHSAA except those maintained by the Treasurer or SDHSAA Office Manager and give all notices required by law, these Bylaws or resolutions, and perform such other duties as may be delegated by the Board or President.
- 9.03.5 Treasurer:** The Treasurer shall be responsible for the custody of SDHSAA funds and maintains separate accounts for such funds S/he shall keep in books belonging to SDHSAA complete and accurate accounts of all receipts and disbursements and render an accounting thereof in writing annually or whenever required by the Board. In addition, S/he shall keep funds in such bank or banks designated by the Board. Such funds shall be disbursed on the SDHSAA check or by electronic means (credit card, Venmo, Paypal, etc.) 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.
- 9.03.6 Committee Chairs:** Committee Chairs 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 of the officers. A chair may be reappointed. The Executive Committee shall establish the objectives for all committees' work and the chairs' duties.

ARTICLE X: ASSOCIATION OFFICE MANAGER

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

- 10.1 Duties and Responsibilities:** The Office Manager shall maintain the DHSAA office. Such a position is part-time or by independent contract with the HSAA. The President of the SDHSAA supervises the position. He/she shall serve as the conduit between members and the Board and handle correspondence and telephone inquiries regarding membership and SDHSAA activities. e/she shall supply reunion chairpersons with information regarding their reunion activities and inform them of SDHSAA assistance as it applies to their decade reunions. The Office Manager will work in close contact with the Membership Chair 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 perform such other duties as the President may have delegated. The Office Manager will serve as an Ex-Officio Member of the Board and shall have no voting privileges. The Office Manager shall not set SDHSAA policies regarding alumni activities and shall report office activities to the Board at each meeting.
- 10.2 Work Schedule:** The Association Office Manager shall attend the office regularly as determined by the Board or authorized by the President. If the Office Manager must take time off from the established schedule, he/she shall arrange for an alternate Board member as a substitute. The President must approve work performed at other times and places. For example, the SDHSAA office will typically be closed during school holidays and vacations. The President must approve exceptions to this schedule or duties in advance.
- 10.3 Compensation:** The Office Manager or additional clerical worker shall be compensated by the SDHSAA monthly in an amount determined by a majority vote of the Board. Compensation shall be paid based on the hourly work performed. Such compensation and standard work schedules are reviewed regularly, determined by the executive committee, and ratified by the Board.
- 10.4 Removal and Resignation:** The Office Manager may be removed by a two-thirds (2/3) vote of the Board whenever, in its judgment, removal would serve the best interests of the SDHSAA. Such removal shall terminate all authority of such person. Reasons for removal may include but are not limited to misconduct, dereliction of duties, malfeasance, 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.

ARTICLE XI: COMMITTEES

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- 11.1. Standing Committees:** Standing committees consisting of three (3) or more current Board members shall be Membership, Wall of Honor, and Finance.
- 11.2. Ad Hoc Committees:** The President or Board may create Ad Hoc committees dealing with matters relating to the purposes of the SDHSAA. The duties of such Ad Hoc committees will be established at their appointment time. They shall have a designated purpose and limited timeline for completing duties as assigned. Ad Hoc Committee members may be non-Board members and non-SDHSAA members pending approval by the Board.
- 11.3. Appointment and Tenure:** The members and the number on each committee of the SDHSAA shall be approved by the Executive Committee. The President shall appoint, and the Executive Committee approves the Chair of each committee. The tenure of each committee is defined earlier in this section.
- 11.4. Responsibilities:** The responsibility of all SDHSAA business not delegated to a committee established according to these Bylaws shall be assumed by the Executive Committee or, at its option, by the Board of Directors.

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

12.1 Place of Meetings: All meetings of the SDHSAA, Board, or any committee shall usually be held within the County of San Diego, State of California, either at the SDHSAA office at San Diego High School, a place designated for such meetings by the President, or committee chair. This may include a video conference meeting. Monthly Board meetings may also be accomplished using Zoom or other videoconference systems. With Board approval under exceptional circumstances, a meeting may need to be held elsewhere and may be authorized by the executive committee.

12.2 Meetings of the SDHSAA:

12.2.1. SDHSAA Annual Meeting (formerly known as the Annual All-Class Homecoming Meeting): The SDHSAA Annual meeting of SDHSAA 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 to elect members of the Board and transact such other business as required. All members of the SDHSAA are eligible to cast votes at this meeting.

12.2.2. Board Meetings

Regular Board meetings shall be held monthly from January through June as well as September and October at such time and place as may be fixed by the President.

12.2.3. Budget Meetings

Budget meetings will be held in November and December to formulate a budget to be presented to the Board at the January Board meeting.

12.2.4 Special Meetings: Special meetings of SDHSAA members may be called by the President, Board, or upon the written petition of twenty-five (25) dues-paying

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members of the SDHSAA. 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 publicized on the SDHSAA website. The special meeting date shall be no sooner than 15 days or later than 30 days following the announcement.

Special meetings of the SDSAA 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.

12.2.3 Voting: At all SDHSAA meetings (formerly known as the annual All-Class Homecoming Meeting), each member and Board member in good standing with paid membership dues in the SDHSAA 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. A simple majority of the voting members shall determine every vote. Proxy voting shall not be permitted.

12.3. Quorum: A quorum is established by the presence of a majority (50% plus 1) of Board members and shall constitute a quorum for the business transaction at any meeting of the SDHSAA.

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

12.5. 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: SDHSAA Funds

The Board shall create, maintain, and control the disposition and expenditure of SDHSAA funds, which shall be used and employed in such manner as the Board shall direct from time to time that best serves the SDHSAA purposes. The funds may be divided into the following categories:

13.1 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 SDHSAA by its members or others and designated by the donors to be applied to the SDHSAA 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 SDHSAA, including salaries, clerical assistance, supplies, and other expenses of a general nature



incurred in connection with the administration of SDHSAA affairs and other operational expenditures approved by the SDHSAA Board.

- 13.2 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 SDHSAA or for any other particular purposes which the Board may designate in keeping with the defined objectives of the SDHSAA.

When monies are designated for a special project, they shall not be used for any other purpose until 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 available reserves. When determined by the SDHSAA Board, additional funds may be added to the Special Projects Fund from the reserves or active account for special projects. Such special projects shall be formally introduced to the SDHSAA Board.

Special Project Proposals shall be written, state-specific purposes for the proposed project, a budget for the project, a timeline for completion, and the SDHSAA purposes or objectives to be met by such project. Upon approval by the Board, the Special Projects chairperson(s) shall supervise the approved projects and provide a progress report to the Board for each project until each project is completed.

ARTICLE XIV: AMENDMENTS

- 14.1 Amendments:** Bylaws of the Association may be adopted, amended, added to, repealed, or new Bylaws adopted by a vote of the majority of Board members present at any regular or special meeting thereof or by a vote of the majority of SDHSAA members present at any regular or special meeting. The Bylaws may not be amended unless the subject matter of such amendment(s) is published in the meeting notice.
- 14.2 Adoption: Bylaws** originated and were adopted 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.
- 14.3 Revision: Bylaws** revised on June 10, 1993, by the following Committee: Dottie Ditomaso, Marci Paraiso Heider, Beverly Hom, Don Kader (Chair).
- 14.4 Revision: Proposed Bylaws** revisions were presented for first reading on January 9, 2013, by the following committee: Sam Salazar, Hector Baca, Joe Dini, and Sonny Morpher, followed by Board review and final approval on March 6, 2013.
- 14.5 Revision:** Proposed Bylaws revisions were presented for first reading on September 13, 2022, by the following committee: Gaspar Oliveira, Jo Birdsell, Yvette Porter

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Moore, Debrah Malbrough, Eddie Head, and Charlie Brown, followed by the full Board's review and second reading on January 17, 2023, with final approval and adopted on February 21, 2023.

ARTICLE XV: SEAL AND RECORDS

15.1 The Seal of The SDHSAA shall have a common seal consisting of a circle within and around its circumference, the words "San Diego High School Alumni Association. Across the face is an image of the Old Gray Castle and the current school. An impression of said seal shall be made on this page.



15.2 Records: The SDHSAA shall keep correct records, accounts, and reports of its business. All such records shall be held either in print or digitally at the office of the SDHSAA and shall be open to inspection by the members in the manner provided by law.

Let all who read this document know that we, the undersigned, are officers and directors of the foregoing San Diego High School Alumni Association and agree to the preceding bylaws. Therefore, it adopts the SDHS AA's bylaws, including Amendments to the original and revised Bylaw Charter in the alumni office.

As witnesses, by our names below: month: February date: 21st year: 2023

1. President: Eddie Head _____

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- 2. 1st Vice.President. & Membership Chair Gaspar Oliveira _____
- 3. 2nd Vice President. & Wall of Honor Chair: Deborah Malbrough _____
- 4. Secretary: Open _____
- 5. Treasurer: Open _____
- 6. Board of Director & Historian: Yvette Porter Moore _____
- 7. Board of Director & Newsletter Editor: Virginia Lopez _____
- 8 Board of Director & Athletic Liaison: Charlie Brown _____
- 9 Board of Director Pete Gumina _____
- 10. Board of Director John Doogan _____
- 11 Board of Director Paul Hyde _____