

Alliance College Alumni Association

Section I: Association Bylaws

Section II: Standing Rules

Section III: Articles of Incorporation

Alliance College Alumni Association

Bylaws

Article I - Name and Location

Section 1: Name

The name of this organization shall be the Alliance College Alumni Association, hereinafter referred to as the Association.

Section 2: Location

The principal office shall be as listed in the Articles of Incorporation. The successive registered agents and registered addresses shall be designated by resolutions of the Board of Directors.

Article II – Mission

Section 1: Mission

The mission of The Alliance College Alumni Association is to retain the original vision of Alliance College and to promote the culture of the Polish people through the living body of the alumni, staff and friends and their life experiences. This goal will be met by strengthening the bonds of membership through increased communication; the fostering of friendships; by supporting academia's study of the Polish heritage; and through charitable and educational endeavors.

Article III – Membership

Section 1: Classes of Membership

The membership of this organization shall be divided into three (3) classes, namely Alumni, Honorary Alumni, and Friends of Alliance College.

- (a) **Alumni:** Any person who has attended or has been awarded a certificate of degree from the Alliance Preparatory Academy, Junior College, Technical Institute, or College shall be eligible for membership.
- (b) **Honorary Alumni:** Members of the Alliance College Administrative Staff, Faculty, and any individual whom the Board of Directors deems worthy shall be eligible for election to membership as an Honorary Alumni. A majority vote of the Board of Directors is required for this designation. Honorary members shall not be assessed dues.

- (c) **Friends of Alliance College:** Any individuals whom the Board of Directors deems worthy shall be eligible for election to membership as a Friend Of Alliance. These persons must receive a majority vote by the Board of Directors. Friends of Alliance will be assessed dues.

Section 2: Rights of Members

All members in good standing of this organization shall have the right to attend all Association meetings and all regular Board Of Directors meetings.

Good standing is qualified in accordance with Article III, Section 1 and dues are current.

Article IV Officers - Powers and Duties

Section 1: President

The President shall have general supervision of the affairs of the organization; shall preside at all meetings of the organization and the Board of Directors, and shall perform all other duties required by law and the organization. The President shall have the power to act in any emergency over which there is no constitutional guidance: to appoint from the organization such committees as the Board of Directors shall approve; to call regular meetings of the Board of Directors and such special meetings deemed necessary. The President shall have such other duties as commonly pertain to the office.

Section 2: Vice President

In the absence of the President, the Vice President shall perform the duties of the President. The Vice President shall also act as Chairman of any Fund Raising Drive undertaken by the Association and serve as ex-officio member of all committees.

Section 3: Secretary

It shall be the duty of the Secretary to keep a complete and accurate record of every regular or special meeting; to inspect and record the results of all balloting; to write all communication required by the organization; to file and preserve all communications received by the organization.

Section 4: Treasurer

The Treasurer shall be the custodian of all monies, papers and securities of the Association and shall collect and keep all monies of the Association and disburse them only under the direction of the Board of Directors. The Treasurer shall make and give a detailed report of all receipts and expenditures to the Board of Directors when requested. The Treasurer shall deposit all funds of the Association to its credit in its corporate name with such banking institutions as the Board of Directors shall approve, to be paid on vouchers issued by the Board of Directors. The Treasurer

shall submit annually the financial records for audit to the Audit Committee, which will be appointed by the Board of Directors.

Section 5: Officer Ex-Officio

The immediate Past President shall be the Officer Ex-Officio.

Section 6: Directors

The Directors shall be responsible for the management, control and development of all activities of the Association.

Article V Officers - Nomination, Election, Term, Vacancy

Section 1: Eligibility

Alumni in good standing are eligible to hold office in this organization.

To be eligible for the office of the President, a member must have served at least one term as a member of the Board of Directors.

Section 2: Nomination

The President shall appoint a Nominating Committee composed of at least one member from the Board of Directors. Additional members of the Nominating Committee may come from the general membership.

It shall be the duty of the Nominating Committee to submit the names of candidates for all expiring offices to the membership.

Section 3: Election

Election shall be by oral, written, or electronic ballot. Provision shall be made to accept nominations from the floor or to allow members to designate and vote for candidates not listed on the ballot. The Nominating Committee shall count returned completed ballots. Until that time, the Secretary will retain the ballots. A majority of the ballots cast shall elect.

Section 4: Installation of Officers

The retiring President shall install the officers of the Association at the General Meeting of the Association. Should the President be re-elected for office, another member of the Board of Directors shall conduct the installation of officers.

Section 5: Tenure of Office

The term of office of the President, Vice President, Treasurer and Secretary shall be two years. The term of directors shall be set at six (6) years so as to provide for the election of a director every two years. Officers shall hold office until their successor is elected and qualified.

In order to provide continuity, the term provided for the directors shall initially be set in such a manner as to provide for the election of at least one director each term. Every officer shall hold office until his successor is elected and qualified.

Section 6: Removal from Office

Any officer may, by a two-thirds vote of the Board of Directors, be requested to resign, and upon failure to resign as requested, the remaining officers shall declare such office vacant.

Section 7: Vacancy

If a vacancy occurs between General Meetings, the position shall be filled by a vote of the Board of Directors. If a vacancy occurs in the position of President, the Vice President shall give notice of such election.

Article VI - Board of Directors

Section 1: The members of the Board of Directors shall be the President, Vice President, Secretary, Treasurer, Officer Ex-Officio, and at least three Directors elected in accordance with Article V Section 5. The total number of Board members shall be a minimum of eight. The Board can create director positions as needed.

Section 2: The Board of Directors shall be the governing body of this organization. The Board of Directors shall prescribe the order of business for all meetings of the membership; shall assist the Association in every possible manner and make every effort to secure the interest and cooperation of every former student as stated in the mission of this Association.

Section 3: The Board of Directors shall meet at least once (1) per year. The meetings will be held via teleconferencing or at a time and place designated by the Board of Directors. The Secretary shall send a notice of such meetings to all members of the Board at least thirty (30) days prior to such meeting.

Article VII - Executive Board

Section 1: The Executive Board of the Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and Officer Ex-Officio. The Executive Board shall act in cases of emergency in the interim between Board of Directors meetings.

Article VIII - Meetings of the Association

Section 1: Time and Place

All meetings of the membership shall be held at a place and time determined by the Board of Directors.

Section 2: Special meetings

A special meeting of the membership may be called by a simple majority of the Board of Directors or upon written request of twenty alumni.

Section 3: Notices

The Secretary shall send notice of all meetings of the membership to all members at least thirty (30) days prior to the meetings.

Section 4: Quorum

At any meeting of the membership, a quorum shall consist of the eligible voting members present. All decisions shall be decided by a majority of the votes cast.

Article IX - Committees

Section 1 Committees

The Board of Directors shall form committees and shall appoint the committee chairs from the membership. The standing committees shall be the following:

- **Reunion Committee.** The Committee will be responsible for the reunions and other activities assigned to it by the Board of Directors.
- **Membership Committee.** This group shall undertake and support efforts to increase and maintain the size of this Association through local and national efforts.
- **Fundraising Committee** assists in developing and implementing fundraising activities and programs for projects approved by the Board of Directors.
- **Audit Committee.** The Audit Committee will be responsible for auditing the financial records of the Association.
- **Nominating Committee.** The Nominating Committee will be appointed by the Board of Directors and will be responsible for election oversight.

Section 2: The Board of Directors may, from time to time, create additional committees with such powers and duties as the Board may prescribe.

Article X - Amendments

Section 1: Amendments to these Bylaws must be submitted in writing to the Board of Directors thirty (30) days prior to a Board of Directors meeting. Amendments must be approved by a two-thirds vote of the Board of Directors and a two-thirds vote of the members voting at the next General Meeting.

Section 2: Upon adoption by the Board of Directors, amendments shall be in effect until ratified at the next General Meeting.

Article XI - Parliamentary Authority

Section 1: Roberts Rules of Order shall be the guide for any item not covered by these Bylaws.

Article XII – Dissolution

Section 1: The Executive Board may propose dissolution of the Association by submitting such a resolution to the membership. The resolution shall be ratified by an affirmative vote of two-thirds of the ballots returned.

In the event of dissolution, the assets will be distributed according to the vote of the Board of Directors upon consideration of the Articles of Incorporation.

Section 2: In the event that this Association conducts no business and has no meetings for a period of two years, it shall be considered dissolved and the assets distributed in the manner described in this Article Section 1. Members in good standing for the last year in which dues were collected shall be notified of dissolution. Dissolution shall occur ninety days after mailing of notification unless the membership meets and elects officers.

Article XIII - Contracts

Section 1: All contracts and agreements must be approved by the Board of Directors on behalf of the Association. Upon ratification, the Association Treasurer will manage and authorize the contract or agreement.

Section 2: All contracts and payments relating to Association business or activities shall be in accordance with best interests of the Association. The Executive Board will be responsible for oversight.

Article XIV – Fiscal Year

Section 1: Fiscal Year

The fiscal year of the Association shall be from January 1 through December 31.

Standing Rules

Article I - Financial

Section 1: Financial Accounts

The Association may open bank accounts in the name of the Association with the Treasurer and the President as authorized signatories. Only one signor will be required to issue checks drawn on the account(s).

A bank account has been established with Key Bank in Cleveland, Ohio.

In March 2003, the Board approved the following for spending guidelines:

- Expenditures for less than \$500 were to be approved by the Treasurer.
- Expenditures more that \$500 but less than \$2,500 must be approved by the President and the Treasurer.
- Expenditures in excess of \$2,500 need Board of Directors approval.

Section 2: Funding

Funding activities of the Association shall be determined by the Board of Directors as the need arises.

Section 3: Dues

The Board of Directors shall determine the annual dues. In February 2002, the Board of Directors levied a membership fee of \$25 per year per member.

In October 2002, the Board of Directors authorized a lifetime membership with one-time dues of \$500.

Membership dues are not tax deductible.

Section 4: Payments to the Association

Payments to the Association shall be made in the name of "Alliance College Alumni Association."

Section 5: Miscellaneous Sales

Any items offered for sale via the Association web site, at reunions, etc. must be approved by the Board of Directors and the proceeds are to benefit the Association.

Article II – Membership Lists

The membership directory is to be used for the purposes of the Association. Commercial use is strictly prohibited.

Article III – Officer Eligibility

During the years 2002 – 2003 while the Association is getting organized, the Bylaws Article V Section 1 requirement is waived stipulating that the President must have served at least two years on the board previously. For the years 2002 – 2005, the Officer Ex-Officio will be appointed by the Board instead of being the previous President as stipulated in Article IV Section 5.

**ARTICLES OF INCORPORATION OF
ALLIANCE COLLEGE ALUMNI ASSOCIATION
A NON-PROFIT CORPORATION**

The undersigned incorporators, in order to form a non-profit corporation under the laws of the state of Ohio, adopt the following Articles of Incorporation:

ONE: The name of this corporation is Alliance College Alumni Association.

TWO: The name and address of the registered agent of this corporation is:

David Matejczyk
Vozar, Roberts & Matejczyk Co. L.P.A.
Suite 100
3505 East Royalton Road
Cleveland, Ohio 44147

THREE: The objective of The Alliance College Alumni Association is to retain the original vision of Alliance College and to promote the culture of the Polish people through the living body of the alumni and their life experiences.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(7) 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, or corresponding section of any future federal tax code.

FOUR: The number of initial directors of this corporation is 7. Their names and addresses are as follows:

Celeste Mickiewicz
12203 70th Street
Largo, FL 33773

Leslie J. Rachocki
1169 Sylvania Road
Cleveland Heights, OH 44121

Eva Skibicki
2327 Campbell Road
Clearwater, FL 33765

Bernard Durkin
399 Elm Road
Ambridge, PA 15003

Thomas Jarzab
514 Bankson Road
Box 122
Rouseville, PA 16344

Aundrea Heschmeyer
4965 Buena Vista Drive
Montclair, VA 22026

Robert Loop
2452 Alto Cero Circle
San Diego, CA 92109

FIVE: The names and addresses of the incorporators of this corporation are:

Celeste Mickiewicz
12203 70th Street
Largo, FL 33773

Leslie J. Rachocki
1169 Sylvania Road
Cleveland Heights, OH 44121

Eva Skibicki
2327 Campbell Road
Clearwater, FL 33765

SIX: The period of duration of this corporation is perpetual.

SEVEN: The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows:

This corporation shall have two classes of membership. The first class of membership shall be awarded to any person who has attended or has been awarded a certificate of degree from the Alliance College Preparatory Academy, Junior College, Technical Institute, or College. Alumnus shall qualify for membership upon payment of the initial dues, if any, fixed by the board of directors and shall continue as a member upon paying the annual dues, if any, fixed by the board of directors. The method and time of dues payment shall be determined, and may be changed, from time to time, by the board of directors. Additional provisions specifying the rights and obligations of members shall be contained in the Bylaws of this corporation pursuant to, and in accordance with, the laws of this state.

The second class shall be Honorary Alumnus made up of members of the Alliance College Administrative Staff and Faculty and any individual whom the Board of Directors deems worthy and who is interested in the objectives of the organization as set forth in the Bylaws.

EIGHT: Any additional provisions for the operation of the corporation are as follows:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(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.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation 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 provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

‘/S/ Celeste Mickiewicz’

Celeste Mickiewicz
Incorporator

Date: January 2002

‘/S/ Leslie J. Rachocki’

Leslie J. Rachocki
Incorporator

Date: January 2002

‘/S/ Eva Skibicki’

Eva Skibicki
Incorporator

Date: January 2002