

**BYLAWS
OF
THE ABRAHAM LINCOLN HIGH SCHOOL
OF SAN FRANCISCO ALUMNI ASSOCIATION**

A California Non Profit Public-Benefit Corporation

ARTICLE I

NAME, OFFICE AND PURPOSE

Section 1. Name. The name of this corporation is and shall be The Abraham Lincoln High School of San Francisco alumni Association (hereinafter referred to as the “Association”).

Section 2. Principal Office. The principle office of the Association will be located at Abraham Lincoln High School, 2162 – 24th Avenue, San Francisco, California 94116. The principal office and additional offices may be located in such other places as may be determined from time to time by the Board of Directors.

Section 3. Purpose. The purposes of the Association are:

- A. Dedicate itself to the fullest extent of its resources to ensuring that Abraham Lincoln High School (“Lincoln”) will continue to serve San Francisco effectively as a college preparatory high school.
- B. Sponsor and promote activities of past graduating classes through reunions, study groups and fundraising activities.
- C. Maintain close contact with Lincoln itself, keeping informed of its achievements, problems, and needs.
- D. Assist the Lincoln administration in publicizing and interpreting these achievements, problems, and needs to the larger San Francisco community.

- E. Take an active role in securing the financial and human resources necessary to sustain a curricular, co-curricular, and instructional program of the highest possible caliber at Lincoln.
- F. Receive contributions in the forms of gifts, bequests, and dues to carry out its purposes and activities.
- G. Maintain up-to-date rosters of the Association membership, and keep the membership informed of activities relating to the Association and to the school.
- H. Provide scholarships.
- I. Engage in research, study, and recordation of the history of Lincoln High School, its faculty, alumni and students.

ARTICLE II

NONPARTISAN ACTIVITIES

This Association has elected to be governed by the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of its activities shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Association shall not participate or intervene in political campaigns on behalf of any candidate for public office.

The Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE III

DEDICATION OF ASSETS

The properties and assets of this nonprofit Association are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Association on dissolution or otherwise, shall inure to the benefit of any director, officer or member of this Association or to any private person or individual. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under section 501© (3) of the Internal Revenue Code.

ARTICLE IV

MEMBERS

Section 1. Class of Membership. The Association shall have three classes of membership:

- A. Regular members;
- B. Faculty members; and (change to be discussed)**
- C. Emeritus
- D. Honorary members.

Section 2. Eligibility. Any person who attended Abraham Lincoln High School shall be eligible for regular membership. Any person who has taught **or is teaching** at Abraham Lincoln High School shall be eligible for faculty membership. Any person who has shown substantial interest in the welfare of Abraham Lincoln High School may, at the discretion of the Board of Directors, be designated as an Honorary member.

Faculty and honorary members shall not be members as defined by California Corporations Code Section 5056, or as may be amended, and therefore shall not have any voting rights. Regular members shall be entitled to vote on any matter submitted to a vote of the membership.

Section 3. Admissions as Members. Any qualified person dedicated to the purposes of the corporation who wishes to become a member may file an application in such form as the Board of Directors shall determine. Any such application for membership shall be considered for approval by the Board of Directors at a regularly schedule meeting. Upon approval of such application by the Board of Directors and payment of such dues and fees as may be from time to time fixed by the Board of Directors, such person shall be admitted as a member. The Board of Directors may create a Life Member category for each class of membership and the dues and fees applicable thereto.

Section 4. Termination of Membership. The membership of any member shall terminate upon resignation of the member, expiration of the period of membership, or expulsion or suspension of the member by the Board of Directors upon a determination by the Board of Directors that the member's continued membership is not in the best interests of the Association. A notice shall be sent to the member by mail at least fifteen (15) days before the proposed effective date of the suspension or expulsion setting forth the reason therefore. The member shall be give an opportunity to be heard, either orally or in writing, not fewer than five (5) days before the effective date of the proposed suspension or expulsion, by the Board of Directors which will thereafter decide whether the proposed suspension or expulsion shall take place.

Section 5. Dues. Membership dues shall be payable in such amounts and at such times as are determined from time to time by the Board of Directors, provided, however, that any member becoming a Life Member pursuant to Section 3 above shall not be required to pay annual dues as a condition of his or her continued membership.

ARTICLE V

MEETINGS OF MEMBERS

Section 1. ***Annual Meeting**. **The annual meeting of the members shall be held on the second Monday of January of each year at 8:00 p.m.** at Lincoln High School unless the Board of Directors fixes another date and location and so notifies the members as provided in Section 4 of this Article. **Amended to 1st Wednesday in May (before Board Mtg)**

Section 2. Special Meeting. Special meetings may be called by the President, the Board of Directors, any three (3) directors or not less than five percent (5%) of the members. The call of a special meeting by other than the Board of Directors shall be made in writing to the Chairman of the Board, President or Secretary, who shall then cause notice of such meeting to be given pursuant to Section 4 to be held not less than 35 nor more than 90 following such call.

Section 3. Place of Meeting. Meetings of the members shall be held at such place or places as may from time to time be fixed by the Board of Directors.

Section 4. Notice of Meeting. Written notice of each meeting of members stating the place, day, hour, and the purpose of purposes fro which the meeting is called, shall be delivered either personally, by telegraphic communication, or by written communication

to each member not less than ten (0) and not more than ninety (90) days before the date of such meeting.

Section 5. Quorum and Transacting Business. The members representing one-third of the voting power of the Association shall constitute a quorum at any meeting of the members. The vote of the majority of members present in person at such meeting and voting on any matter shall be the act of the membership.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. General Powers. Subject to the limitations of these Bylaws, the Articles of Incorporation, and the laws of California, the affairs of the Association shall be managed, and all corporate powers shall be exercised by, or under the direction of a Board of Directors. The Board may appoint and prescribe the duties of an appropriate staff, including an Executive Director, to assist the Board in carrying out its functions.

Section 2. Number, Tenure and Qualifications. The Association shall have twelve (12) Directors, *who shall be unrelated graduates of Lincoln High School* chosen from the membership. Each Director, except certain of the Initial Directors, shall be elected for a term of three (3) years and shall hold office until a successor shall have been elected. At each annual meeting of the membership four (4) directors shall be elected in the manner set forth in Section 3 of this Article. The incorporator who adopts these bylaws shall elect the Initial Directors and shall determine that four of such initial directors shall serve for a term of one year, four shall serve a term of two years and four shall serve a term of three years. Upon expiration of each term, successor directors will be elected for full three (3) year terms.

The principal of Lincoln High School shall be a non-voting, ex-officio member of the Board of Directors.

Section 3. Procedure for Election of Directors.

A. A Nominating Committee shall be appointed by the President, which shall be comprised of five directors of the Association. The term of committee appointments shall be for one year.

B. The Nominating Committee shall present to the membership at the annual meeting of the membership a slate of four nominees for Directors.

C. Following the presentation of the slate by Nominating Committee, nominations may be made from the floor.

D. When there are no further nominations from the floor, the President shall declare nominations closed and proceed to a vote.

E. The four candidates receiving the largest number of votes shall be declared elected.

Section 4. Regular Meetings. Regular meetings of the Board shall be held without other notice than these Bylaws at places and on dates designated from time to time by resolution of the Board.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, the Secretary or a majority of the actual directors. Unless approved by the President for an alternative location, the place will be the office of the Association.

Section 6. Notice of Special Meetings. Notice of any special meeting of the Board shall be given at least two (2) days prior thereto either personally or by telephone, telegram, ***email***, or facsimile transmission or four (4) days' notice by first-class mail, subject to waiver of notice as provided in Article XII of these Bylaws. All such notices shall be given or sent to each director's address or telephone number as shown on the records of the Association. The attendance of a director at any special meeting shall also constitute a waiver of notice of such meeting.

Section 7. Quorum. Six (6) directors or a majority of the Directors hold office at any point in time, whichever is less, shall constitute a quorum. The directors may continue to transact business during a meeting at which a quorum is initially present, notwithstanding the withdrawal of directors; any action approved by at least a majority of the required quorum for that meeting will be deemed approved by the Board of Directors.

Section 8. Manner of Acting. Action by the Board shall be by a majority of the directors present at a meeting duly held at which a quorum is present unless a greater number is required by law.

Section 9. Action Without A Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all member of the Board shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceeding of the Board.

Section 10. Participation in Meetings by Means of Conference Telephone. Members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the

meeting can hear each other, and participation by such means shall constitute presence in person at such meeting.

Section 11 Vacancies. Any vacancies occurring on the Board of Directors shall be filled by action of a majority of the remaining directors, though less than a quorum, or a sole director. A director elected to fill a vacancy shall hold office during the unexpired term of his or her predecessor in office and until his or her successor is elected. The Board may accept a resignation prior to filling that vacancy with a successor.

(a) Events causing vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following (i) the death, resignation, or removal of any director; (ii) the declaration by resolution of the Board of Directors of a vacancy of the office of the director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order of judgment of any court to have breached a duty under the California Nonprofit corporation Law; (iii) the increase of the authorized number of directors, (iv) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting; (v) the failure of a director to attend three consecutive regular meetings of the Board of Directors without good cause therefore; (vi) the vote of the members to remove a director.

(b) Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is

effective at a future time, the Board of Directors may elect a successor to take office as of the date when resignation become effective. No director may resign when the Association would then be left without a duly elected director or directors in charge of its affairs.

Section 12. Compensation. Directors shall not receive compensation for their services as members of the Board. Nothing herein shall be construed to preclude any director from serving the Association in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefore or from receiving reimbursement for reasonable expenses, as may be fixed or determined by resolution of the Board.

Section 13. No Interest in Assets. No director shall possess any property right in or to the property of the Association. In the event the Association owns or holds any property upon its dissolution and winding up, after paying or adequately providing for its debts and obligations, the directors shall dispose of the remaining property in accordance with the provisions of the Articles of Incorporation and these Bylaws.

Section 14. Restriction on Interested Directors. Not more than 49% of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person being compensated by the Association for services rendered to it within the previous 12 months, whether as a full-time, or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of the paragraph shall not affect the validity of enforceability of any transaction entered into by the Association.

ARTICLE VII

OFFICERS

Section 1 Officers. The officers of the Association shall be a President, a Vice-President, a Secretary, a Chief Financial Office (CFO) (also referred to as “Treasurer”), and such other officers as may be elected to offices created by the Board, including Chairman of the Board. Officers shall have powers and duties as specified herein as may be additionally prescribed by the Board. One person may hold two or more offices, except neither the Secretary nor the CFO may serve concurrently as the president, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledge, or verified by two or more officers.

Section 2. Election and Term of Office. The officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors following the annual meeting of members. If the election of any officer shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled, and vacancies may be filled, at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been elected, unless otherwise removed.

Section 3. Removal subject to the rights, if any, of any officer under any contract of

Employment, any officer elected or appointed by the Board may be removed by the Board with or without cause, whenever in its judgment the best interests of the Association would be served thereby.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Association. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Association under any contract to which the officer is a party.

Section 5. President and Vice-President. The President shall, if present, preside at all meetings of the Association. He or she shall have general supervision, direction and control of the business of the Association. The vice-President shall assume responsibilities of President in the President's absence or incapacity.

Section 6 Secretary The Secretary shall be responsible for the mailing of notices and for the proper recording of proceeding of meetings of the Association. The Secretary shall maintain all official records of the Association. The Secretary shall automatically become Chief Financial Office (CFO) if there is a vacancy, if the CFO is unable to perform his or her duties, or if the Association has not elected a new CFO.

Section 7 Chief Financial Officer (CFO). The CFO shall be responsible for the Association's funds and financial records. The CFO shall collect and report, or supervise collection and reporting, of all income and expenditures, shall establish proper accounting procedures for the handling of the Association's funds, and shall be responsible for the keeping of the funds in such banks as approved by the Board. The

CFO shall report on the financial condition of the *corporation* at meetings of the Board and at other times when called upon by the President.

At the end of each fiscal year, the CFO shall prepare, or cause to be prepared, an annual report which shall, if required by the Board, be reviewed by certified public accountant.

At the expiration of the CFO's term of office, or upon removal, the CFO shall immediately deliver over to the person designated by the President all books, money and other property in his or her charge.

ARTICLE VIII

COMMITTEES

Section 1 Executive Committee The Executive Committee shall be comprised of the President, the Vice-President, the Treasurer, and the Secretary. The President shall be its chairperson and it shall meet at the President's call. A quorum shall be a majority of the members of the committee.

In the interim between regular meetings of the Board of Directors, the Executive Committee shall have authority to act on matters that otherwise would come before the Board for consideration and shall report to the Board of Directors any action taken by it at the first regular meeting convened after such action.

Section 2. Standing Committees Standing committees of the Board shall be comprised of not less than two (2) directors designated by the President. There shall be the following standing committees:

- a. *Membership*
- b. *Budget and Finance*
- c. *Scholarship and Grants*

d. *Promotion, Events, Public Relations and Fundraising*

e. *Wall of Fame*

Section 3. Other Committees. The President may designate such committees from time to time as may be required.

ARTICLE IX

FISCAL YEAR

The fiscal year of this Association shall be ~~January through December – Amended to July – June in 2013.~~

ARTICLE X

INDEMINFICATION OF DIRECTORS, OFFICERS AND OTHER CORPORATE AGENTS

The Association may, to the extent allowed by applicable state and federal laws, indemnify and hold harmless its officers, directors, agents and employees from and against any and all claims, actions, proceedings, whether threatened, pending or completed, brought by reason of their respective position with or relationships to the Association, including, without limitation, all reasonable attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this Article.

ARTICLE XI

BOOKS AND RECORDS

The Association shall keep at its principal office correct and complete books and records of account, written minutes of the proceedings of its meetings, the original or a copy of the Articles and Bylaws as amended to date, and a record giving the names and addresses of all members and the class of membership held by each.

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Nonprofit Corporation Law of California or under the provisions of the Articles of Incorporation or by the Bylaws of the Association, a written waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated therein, which is made a part of the minutes, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

ANNUAL REPORTS

Not alter than one hundred twenty (120) days after the close of the *corporation's* fiscal year, the Board will cause to be sent to the members, if required by law, an annual report and an annual statement of transactions and indemnifications in accordance with applicable state law.

ARTICLE XIV

RULES OF ORDER

The rules contained in Robert's Rules of Order, Newly Revised, and as may be amended from time to time, shall govern the corporation in all cases in which they are applicable, and in which they are not inconsistent with these Bylaws, the Articles of Incorporations, or then existing laws.

ARTICLE XV

AMENDMENTS TO BYLAWS

New bylaws may be adopted, or these bylaws may be amended or repealed, by an affirmative majority vote of the Board of Directors at which a quorum is present, or by the members as provided and authorized by law, provided, however, that no amendment changing the authorized number of directors of the *corporation* may be adopted until duly approved by vote of the majority of the members of the corporation present at a meeting as specified in Article V, Section. 5.

A copy of the proposed amendment or new bylaws shall be included in the notice of meeting given to each director and/or member at which the amendment or bylaws shall be considered.

Rewrite of ARTICLE XVI

VERIFICATION OF DISBURSEMENT

Distribution of Alumni Association Funds, to a previously approved request for fiscal support shall require a follow-up report, and receipts(s) as appropriate, by the recipient to the Alumni Association Board, ATTN: President, ALHS Alumni Association,