

ARCHBISHOP RUMMEL ALUMNI ASSOCIATION, INC.

BY-LAWS

I. PURPOSE

To maintain communication and contact between Archbishop Rummel High School and its graduates.

To foster activities which bring about association of the graduates with the school and with other graduates.

To aid in furthering the work of Catholic education in Jefferson Parish through assistance and financial help to Archbishop Rummel High School and/or to students of Archbishop Rummel High School.

To engage in any and all other areas of educational, religious, charitable, scientific, or other work as deemed necessary or desirable by the board of directors of the Archbishop Rummel Alumni Association, Inc., in conjunction with the administration of Archbishop Rummel High School, all in keeping with the general purposes, objectives, and goals, of Archbishop Rummel High School.

II. MEMBERSHIP

The members of this corporation shall consist of all persons who are Archbishop Rummel graduates or honorary graduates. Each member shall have one vote and all members shall have equal rights and privileges, provided however, in no event shall there be more than one vote per member.

III. VOTING

All members have the right to attend the annual meeting and to vote for the election of members to the board of directors. A member may vote in person or by signed proxy, which will be provided by the board of directors. The board of directors shall designate the person(s) who will be entitled to accept proxies for the membership at any meeting of the general membership of the corporation. Directors shall not be permitted to vote by proxy for matters to be decided by meetings of the board of directors.

IV. BOARD OF DIRECTORS

- A) The powers of this corporation shall be exercised by the board of directors which shall consist of thirteen (13) members, which alumni members shall be elected at the annual meeting by the membership. All members elected at the annual meeting shall

- be elected for a term of three (3) years, with exception of one seat which shall have an initial term of one (1) year from July 1, 2015 to June 30, 2016 (and thereafter shall have a three year term). Should a vacancy of the board occur within sixty (60) days prior to the annual meeting, the vacancy shall be filled by vote of the membership at the annual meeting. Should the vacancy occur at any other time, the vacancy shall be filled by a simple majority vote of the board of directors at the next scheduled meeting. Any member of the board may nominate a candidate to fill the vacancy. Any member elected to fill the vacancy shall be elected to fill the unexpired term of the vacating board member.
- B)** Eleven (11) of the members of the board shall consist of alumni in good standing.. Members of the board of directors shall be elected at the annual meeting each year for a term to last for three (3) years for each director (with exception of the member elected to a one (1) year term under Section IV.A).
- C)** The president of Archbishop Rummel High School shall serve as a member of the board of directors at all times by virtue of his office. In the event that there is no acting president of Archbishop Rummel High School in office, then the acting principal of Archbishop Rummel High School shall serve as a member of the board of directors in place of the president of Archbishop Rummel. The president (or principal if no acting president) of Archbishop Rummel High School may appoint a designee to serve in the absence of the president (or principal if no acting president). The appointed designee shall have the same authority as the president (or principal if no acting president) in his absence, and the presence of the designee shall count towards forming a quorum under Article X. The designee shall continue to serve until such appointment is revoked by the president (or principal if no acting president), in his sole discretion.
- D)** The Archbishop of the Archdiocese of New Orleans shall serve as a member of the board of directors at all times by virtue of his office. The Archbishop may appoint a designee to serve in the absence of the Archbishop. The appointed designee shall have the same authority as the Archbishop in the absence of the Archbishop, and the presence of the designee shall count towards forming a quorum under Article X. The designee shall continue to serve until such appointment is revoked by the Archbishop, in the Archbishop's sole discretion.
- E)** The alumni members of the board of directors as described in Sections IV(A) and IV(B) shall each be elected to serve a three-year term (with exception of the member elected to a one (1) year term under Section IV.A). Each member of the board of directors shall be permitted to be elected to no more than three (3) consecutive three-year terms, but there shall be no limit to the number of terms that a director may serve non-consecutively. The terms of the initial directors as set forth in the Articles of Incorporation shall not be considered as a "term" for each respective director for purposes of calculating the term limits described herein. If a director is selected to fill an unexpired terms of a director who has vacated his office, then the remainder of this

unexpired term shall not be included as a term for purposes of the term limits described herein.

In order for the term limits described above to apply, there must be at least one qualified candidate for election for each available board position for that election period.

V. OFFICERS/EXECUTIVE COMMITTEE

The board of directors shall elect, at the first regular meeting of the board following the election, the following officers/executive committee: President, Vice-President, Treasurer, Secretary. The duties of the offices shall be as follows.

President – schedule and preside at all meetings of the corporation. Ensure that the membership is notified at least ten (10) days prior, as to the date, time, and place of the annual meeting. Is an ex-officio member of all committees and shall appoint committee chairmen as deemed necessary by the board of directors.

Vice-president – will perform duties in the absence of the president and assist the president in such duties as the president assigns. He will also be chairman of the membership committee.

Secretary – keeps the minutes of all meetings of the corporation and handles necessary correspondence, including assisting the president in preparing and mailing or emailing the notice of the annual meeting to the membership. He will keep the files of the organizations and keep the articles and by-laws current.

Treasurer – responsible for maintaining the financial records of the organization, makes disbursements as approved by the board of directors, prepares an annual report and budget, presents a report of the financial status of the organization at each board of directors meeting.

VI. COMMITTEES

The President, with the approval of the board of directors, shall appoint chairmen to any and all committees as deemed necessary. Committee chairmen shall recruit a sufficient number of members to carry out the duties of their committees.

VII. MEETINGS

Regular meetings of the board of directors will be on the last Tuesday of the month. The board may dispense with a meeting in a given month, if insufficient business so warrants. Additional meetings of the board may be called as deemed necessary by a simple majority of the board.

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The annual meeting of the voting members of the corporation will be held during the month of June, on a date to be determined by the board of directors.

VIII. ELECTIONS

The President shall call an annual meeting to which all members are invited. The purpose of the meeting is to elect members to fill vacant positions on the board. The board may also add to the agenda other business requiring a vote of the membership. The board shall recommend a slate of nominees to be considered by the membership. Other nominations may also be taken from the floor at the meeting or submitted to the president in writing no less than three (3) days before the meeting. Other nominations must be seconded by at least two (2) members. All nominees must accept the nominations to be a candidate.

IX. RULES

Roberts Rules of Order revised shall govern this corporation in the cases where applicable and where not inconsistent with these by-laws.

X. BUSINESS

Any matters of business brought to the corporation shall be presented to and acted upon by the board of directors. For business to be conducted, a quorum of members must be present. A quorum is defined as six (6) members of the board physically present at the meeting of the board of directors. Decisions of the board of directors shall be made by a majority vote of the directors of the board of directors physically present at said meeting, except for those decisions as specifically designated in other sections of these by-laws or in the articles of incorporation requiring a different number of votes for action to be taken.

In the event of an emergency as declared by a majority vote of the executive committee, decisions may be made and a vote of the board of directors may be taken by a majority vote of the members of the board of directors outside of a scheduled meeting, only provided that the motion to be made is provided to the members of the board of directors in writing or in email, and provided that the votes of the directors may be made only in written form or by email sent to the executive committee. Voting by telephone shall not be permitted.

XI. FINANCES

The corporation shall maintain such accounts as necessary in depositories selected by the board in the name of the Archbishop Rummel Alumni Association, Inc. All checks shall bear two signatures: one signature shall be the signature of the President, Past President, Vice-President, Treasurer, or Secretary of the Archbishop Rummel Alumni Association, Inc.; and the other signature shall be the signature of the President or CEO of Archbishop Rummel High School or his appointed representative, which representative is not required to also serve on the board. The annual financial statement shall be presented by the treasurer, at the

annual meeting of the corporation. All expenditures of funds shall have prior approval of the board of directors, except for those expenditures that may be made by the approval of a majority vote of the executive committee, as described in Section XIV below.

An annual financial audit shall be conducted of the Archbishop Rummel Alumni Association, Inc., which audit is to be performed by an auditor chosen from a list of auditors to be provided by the president of Archbishop Rummel High School.

XII. ARCHBISHOP RUMMEL ALUMNI ASSOCIATION SCHOLARSHIP ENDOWMENT FUND

The board of directors shall make annual distributions from the Archbishop Rummel Alumni Association Scholarship Endowment Fund to students who are to receive tuition scholarships, either in full or partial payment of tuition needs. Distributions, collectively, shall not exceed five (5.0%) percent of the endowment fund's prior year-end balance. Distributions shall be paid from net income, first, and principal, second, where necessary, in such amounts and at such times as directed by the board of directors. Net income consists of dividends, interest, and realized capital gain distributions. Income earned over five (5.0%) percent of the fund's year-end balance is to be left in the endowment fund for growth.

Nominations for consideration may be made to the board of directors by the school principal or president of Archbishop Rummel High School. The factors to be considered in the awarding of scholarships from the Archbishop Rummel Alumni Association Scholarship Endowment Fund by the board of directors include:

- A) financial need of the student and family;
- B) sons of alumni;
- C) parents ability to contribute;
- D) scholastic achievement; and
- E) other factors determined by the board.

Distributions for a student's benefit shall be made to Archbishop Rummel High School pursuant to a written request to the endowment fund custodian by the president of the Archbishop Rummel Alumni Association, after students and their respective scholarship amounts have been determined by a vote of the board of directors.

XIII. BY-LAWS

An affirmative vote of seven (7) directors of this board is required to amend these bylaws.

XIV. INDEMNITY

This corporation shall have the power to indemnify and defend any person who was or is threatened to be made a party to any pending or threatened action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than action by the corporation) by reason of the fact that he is or was an officer or was serving at the request of the corporation as an officer, or agent from another corporation or entity, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, if he believed to be in or not opposed to the best interests of the corporation and had to no reason to believe his conduct was unlawful.

The Archbishop Rummel Alumni Association, Inc. shall indemnify the directors of the board of directors of Rummel Alumni Association, Inc. for all debts and liabilities incurred by said directors as a result of the participation or other activities of the board of directors in the operations and activities of the Rummel Alumni Association, Inc. Notwithstanding the foregoing, as it pertains to the Rummel Alumni Association, Inc., the above indemnification for such debts and liabilities shall only extend to debts and liabilities of Rummel Alumni Association, Inc. that were incurred as a result of normal business activities, (i.e., purchases of products or services and rentals related to the purpose of the organization) incurred from January 1, 2010 through January 11, 2011.

XV. EXECUTIVE COMMITTEE

The executive committee shall have the authority to administer the affairs of the association between scheduled board meetings. Action taken by the executive committee must be approved by a majority vote of the members of the executive committee and approval may be given by any electronic means. Notwithstanding anything to the contrary, the executive committee does not have the authority to bind the association, incur any liability or pay any debt, the amount of which exceeds one thousand dollars (\$1,000.00) without the approval of the board.

