

**BYLAWS OF THE  
CATHEDRAL HIGH SCHOOL ALUMNI ASSOCIATION**

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**ARTICLE I -- GENERAL**

**1) Name and Organization**

The name of the corporation is the **Cathedral High School Alumni Association**, a nonstock corporation organized under the laws of the State of California (the “Association”).

**2) Mission**

The mission of the Cathedral High School Alumni Association (“CHSAA”) is to cause its alumni, parents of students and former students to **RETURN TO SERVE**.

**3) Vision**

The Vision of the CHSAA is: **TO BE CATHEDRAL HIGH SCHOOL’S LARGEST FINANCIAL CONTRIBUTOR AND SUSTAINER OF ITS TRADITIONS**.

**4) Global Constraint**

The Association shall not cause or allow any practice, activity, decision, or organizational circumstance which violates the educational tradition and mission of the Brothers of the Christian Schools or the teachings and Canon Law of the Roman Catholic Church or is either unlawful, imprudent or in violation of commonly accepted business and professional ethics.

**5) Strategic Themes**

Though additional strategic themes may be established by the President and/or the Board of Directors, the principal strategic themes for the Association are to:

- Engage in Ethical Fundraising
- Promote and grow Membership
- Develop and sustain Student Engagement

**6) Standing Committees**

The President, as provided in Article III, Section 3 of these Bylaws, may establish additional committees and appoint the members thereto. The Association’s standing committees shall be the:

- Executive Committee
- Fundraising Committee
- Membership Committee
- Student Engagement Committee

- Elections and Nominations Committee
- Audit Committee

7) **Principal Office**

The principal office of the Association is: **1253 Bishops Road; Los Angeles, CA 90012.**

8) **Members**

A member is any graduate or former student of Cathedral High School (“CHS”) and persons, male or female, who are neither graduates nor former students of CHS, that have demonstrated a period of sustained voluntary or financial support of CHS. This includes parents of students and former students, all of whom must have paid their annual dues in accordance with the applicable provisions of these Bylaws.

- A. A membership in the Association is personal to the member and is not transferable, either voluntarily or by operation of law.

9) **Dues**

The Board of Directors shall establish the amount of the annual membership dues required of all persons who otherwise qualify for membership in the Association. To be a member in good standing of the CHSAA all such persons must complete their Membership Application, pay their dues annually, in advance, and in one lump sum on or before the date specified by the Board of Directors. The amount of the annual dues shall not be reduced or pro-rated for anyone who joins at any time subsequent to the due date established by the Board.

**ARTICLE II – BOARD OF DIRECTORS**

1) **Board of Directors**

The management of the affairs, funds and property of the Association shall be vested in its Board of Directors. The Board of Directors shall have full power and authority to put into effect the resolutions and decisions of the Association and to do all acts necessary or advisable in connection therewith and shall exercise general supervision of the receipts and expenditures of the Association. The members of the Board of Directors shall be committed to promoting the overall philosophy and goals of the Association as stated in these Bylaws.

2) **Number of Directors; Election; Terms of Office**

The Board of Directors shall be an odd number in total and shall consist of not less than seven (7) nor more than fifteen (15) directors (the “Directors”) including the elected officers of the Association, as determined by the Board of Directors.

**A. Permanent Members of the Board of Directors**

Regardless of the total number of Directors, the Board of Directors shall at all times include a majority of members who are members of Cathedral High School's Administrative staff and/or such other or additional staff members as the Administrative Department shall deem appropriate from time to time, provided however, that said additional staff members shall not cause the total number of board members to exceed 15. The permanent members of the Board shall include the persons occupying the following positions:

- a) The President of CHS**
- b) The Principal of CHS**
- c) The Development Director I**
- d) The Administrative Designee**
- e) Immediate Past President of the CHSAA**

**B. Non-Permanent Officers and Members of the Board of Directors**

The President of the CHSAA and the Vice-President of the CHSAA, are member elected positions and are therefore not permanent. Persons elected to those two positions shall automatically become members of the Board of Directors of the CHSAA once elected or when succeeding or appointed to succeed a previously elected President or Vice-President who is unable to complete his term of office.

**C. Non-Permanent Officers and Members of the Board of Directors**

The President and the Vice-President of the CHSAA shall be elected by its members as follows

The Board of Directors shall, not less than 90 days prior to the date of the election, appoint a Chairman and two additional members to serve on the Elections & Nominations Committee. That committee shall solicit and receive nominations for the offices of CHSAA President and Vice-President, open at the time of the particular election to be held. It shall review each nominee's eligibility, qualifications, character and commitment for and to the office for which each nominee is seeking and submit its recommendations to the General Membership. At a meeting of the General Membership at which a quorum is present, the members shall cast a written, secret ballot for the candidate of their choice for each office then under consideration. Each candidate receiving the greatest number of votes for the particular office for which he has been nominated shall be considered the person elected to that office.

At the meeting at which elections shall be held, prior to the casting of ballots for any office, each candidate for the officer positions (President and Vice-President) shall have the opportunity to make a statement to the members describing his qualifications and his plan for the organization under his administration. The Elections & Nominating Committee shall establish election guidelines that shall include:

- The time limit of each candidate's remarks;
- The time for casting of ballots;

- Other pertinent elements of the electoral process, provided such elements do not prevent members who are otherwise qualified to run for office;
- Publish the Date, time and place of the Elections on the CHSAA website and/or via other means;
- Count and record the votes cast for each candidate; and
- The publication of the results of the elections to all members in good standing.

### **3) Terms of Office – Board of Directors, President and Vice-President**

There shall be four (4) permanent positions on the Board of Directors of the CHSAA. Those positions include the President and Principal of CHS and the two additional administrative positions of CHS. The terms of office for those Administrative positions shall not expire.

The Immediate Past President of the CHSAA shall be a permanent position of the Board of Directors. The term of office of the Immediate Past President of the CHSAA shall become effective at the time that the new President of the CHSAA takes office and shall continue until the new President's term of office has ended, including any succeeding term. If for any reason the Immediate Past President is unable to fulfill his term of office, the President may appoint a member in good standing to replace him for the remainder of the Immediate Past President's term, with the concurrence of the Board of Directors.

The term of office for the positions of President and Vice-President of the CHSAA shall be four (4) years and the persons so elected, provided they are otherwise members of the CHSAA in good standing, shall be eligible to run for re-election to those offices for a second four (4) year term. Officers elected to a second term shall no longer be eligible to run for office at the completion of their second term, however they shall become eligible to run for office after one year has lapsed since the end of their most recent term in office. Former officers elected to office after a one-year leave shall be eligible to run for office for two consecutive, four-year terms but may no longer serve after the completion of the last term.

### **4) Meetings**

The Board of Directors shall hold regular meetings no less than four (4) times per calendar year and shall hold special meetings on such additional occasions as may be called for by (a) the President of the Association, (b) the Executive Committee, (c) Vice-President of the Association or (d) the four (4) Directors who represent the CHS Administration.

Special meetings of the Board of Directors shall be held upon no less than four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by facsimile, electronic mail, or other electronic means, to each Director at such Director's address as shown on the records of this Association or, if such address is not shown on the records of the Association and is not readily ascertainable, at the place at which the meetings of the Board of Directors are regularly held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by facsimile or other electronic transmission, such notice shall be deemed to be delivered when the electronic transmission is actually transmitted by the person giving notice by electronic means. Notice of a meeting need not be given to any Director who

signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law.

Meetings of the Board of Directors may be held at the Principal Office of the Association or at such other locations as the Board may from time to time designate provided proper notice has been served on all board members.

**5) Quorum: Vote Required for Action**

A simple majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any of its meetings and a majority vote of the members of the Board of Directors attending any meeting thereof at which a quorum is present shall be necessary for the adoption of any motion.

**6) Vacancies**

A vacancy on the Board of Directors shall be deemed to exist in the event of any Director's death, resignation or removal, declaration of bankruptcy under the laws of any jurisdiction, mental incompetence adjudged by a court of competent jurisdiction in any state or country (including, without limitation, any territory, dependency or possession of the United States of America), or conviction by any court in any state or country (including, without limitation, any territory, dependency or possession of the United States of America) of any felony.

Any vacancies which may occur on the Board of Directors in any of the permanent positions held by the CHS Administration shall be filled by appointment by the Administration of CHS. Any vacancies which may occur in the position of President or Vice President shall be filled in the same manner in which Directors are elected pursuant to Section 3 of this Article II. Each Director elected to fill a vacancy shall hold office for the unexpired term of the departed Director. A vacancy occurring in the office of Immediate Past President shall be filled by appointment by the President of the CHSAA with the concurrence of the Board of Directors. His term of office shall be in accordance with Article II, Section 3 of these Bylaws.

**7) Removal**

A Director may be removed from office for cause by a vote of a majority of the Directors present at any regular or special meeting of the Board of Directors at which a quorum is present; provided that notice thereof shall be given in writing to the Director at least ten (10) business days prior to said meeting, that the Director shall be provided opportunity to contest the proposed removal and that the Director shall be provided written notice of the vote of the Board of Directors on such proposed removal. Without limiting the generality of the foregoing, a Director's absence without just cause at two (2) consecutive regular meetings of the Board of Directors shall constitute "cause" for removal pursuant to this Section 8. Any accusation of the commission of an act of moral turpitude brought by a lawfully empowered official or body (Archdiocese of Los Angeles, District Attorney, Attorney General, Inspector General or Grand Jury) or the Administration of CHS, against a board member shall constitute cause for temporary

removal from the board of directors. If the charges are dropped, dismissed or if the board member is found innocent of the charges he/she may be reinstated to fill the term to which he/she was originally elected.

**8) Action By Written Consent**

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a formal meeting if all members of the Board of Directors consent in writing or by electronic transmission and record of the writing or electronic transmission is filed with the minutes of the Board of Directors.

**9) Meetings by Telephone**

The members of the Board of Directors may participate in a meeting by means of a conference telephone call or by similar communications activity provided that all of the participants in such meeting can hear one another at the same time. Participation by such means shall constitute presence at such meeting.

**ARTICLE III – COMMITTEES**

**1) Executive Committee**

The Executive Committee of the Board of Directors shall consist of the President, Vice-President, Secretary and Treasurer, and one or more additional persons who may be appointed to serve, on an ad-hoc basis, on the Executive Committee at the discretion of the President. Meetings of the Executive Committee may be called by the President [or by any two (2) voting members of the Executive Committee], by notice to the members of the Executive Committee given in accordance with the notice procedure set forth in Article II, Section 5 with respect to notice of meetings of the Board of Directors.

Subject to applicable law, the Executive Committee shall have and may exercise all of the powers of the Board of Directors between the meetings of the Board of Directors, and shall have such other powers as may be specifically set forth in these Bylaws. A majority of its members shall constitute a quorum for the transaction of business at any Executive Committee meeting and a majority vote of the members of the Executive Committee attending any such meeting shall be necessary for the adoption of any motion. Minutes of any Executive Committee meeting shall be presented to the Board of Directors at its next regularly scheduled meeting. Provided that all notification requirements are met, a quorum of the Board may delegate any authority necessary to act to the Executive Committee.

**2) Audit Committee**

By majority vote of the Directors present at any meeting of the Board of Directors at which a quorum is present, the Board of Directors shall elect from its membership, in good standing, an Audit Committee consisting of three (3) members, at least one of whom shall be a member of the Executive Committee. The Committee shall be responsible for an independent annual review of the Association's finances, and may engage a certified public accountant to review or audit the Association's finances and render an independent accounting.

### 3) **Other Committees**

The President shall, in his discretion and with the advice and concurrence of the board, appoint qualified persons to serve as Chairpersons or non-corporate Vice Presidents of the Standing Committees, other than the Audit Committee, and such additional non-corporate Vice-Presidents as may be deemed necessary and appropriate to lead major initiatives. He shall also have the discretionary authority to establish additional committees, appoint and remove committee chairs and to approve or disapprove other members of those committees.

## **ARTICLE IV -- OFFICERS**

### 1) **Officers**

The officers of the Association shall be a President, one (1) Vice-President, a Secretary, and a Treasurer.

### 2) **Eligibility**

To be eligible to be nominated for any of the Association's officer positions, a person must be a member in good standing in accordance with Article I, Section 8 of these Bylaws, of good moral character, possess a reasonable level of knowledge and understanding of the duties and responsibilities of the office he is seeking, and have the appropriate level of experience and/or familiarity with the tasks correspondent to that office. To be eligible for the office of President the member must be a graduate of Cathedral High School.

Beginning with all elections of officers held in the year 2021 and all such elections subsequent thereto, in order to be eligible for nomination to the office of President, each such nominee must have served in at least one of the following capacities:

- Has served as a member of the Board of Directors for not less than one year;
- Has served as an active member of a Committee or Sub-Committee for not less than one year. In the event that he is a member of an any Committee or Sub-Committee that completes its assigned task in less than one year, he shall nevertheless be deemed to have met the one-year participation requirement provided he has been an active member; or
- Has served as an officer, other than that of Immediate Past-President.

### 3) **Nomination of Officers**

Members in good standing and who meet the eligibility criteria for Officers in accordance with these Bylaws shall submit their nomination forms, either in typed or written form or via the Association's website, to the Nominations and Elections Committee as defined in Article II, Section 2, Sub-Section C of these Bylaws.

### 4) **President/Chairperson of the Board**

The members of the CHSAA in good standing shall elect a President who shall also serve as Chairperson of the Board of Directors. The President is the chief executive officer and general manager of the Association and is authorized to appoint or remove, with the concurrence of the Board of Directors, the Secretary and the Treasurer of the Association, and such other non-

elected Vice-Presidents, Committee Chairs, Advisors and other persons he deems necessary and appropriate for the fulfillment of the Association's purposes. The President shall, subject to the control of the board of directors, have general supervision, direction and control of the business and affairs of the corporation and of its officers, employees and agents, including the right to employ, discharge and prescribe the duties of all officers, employees and agents of the corporation, except where such matters are prescribed in the Bylaws or by the board of directors. The President is authorized to sign all contracts, notes, conveyances and other papers, documents and instruments in writing in the name of the corporation. The President shall have such other authority and perform such other duties as are necessarily incident of the office of Chairperson of the Board or as may be prescribed by the Board of Directors or the Executive Committee.

**5) Vice-President**

The members in good standing of the CHSAA shall elect one (1) Vice- President. The Vice President shall perform, under the direction of the President, duties and responsibilities in the management of the corporation or in one or more particular areas of its management. In the event of the disability or absence of the president, the Vice President shall exercise the duties of the President and shall have such other authority and perform such other duties as may be prescribed by the President, the Board of Directors or the Executive Committee.

**6) Secretary**

The President of the CHSAA shall appoint a Secretary of the Association. The Secretary shall: (a) keep or cause to be kept the minutes of all meetings of the Board of Directors, the Executive Committee, General Membership Meetings, and any other committee of the Board of Directors; (b) keep or cause to be kept at the principal office of the Corporation, or such other place as the Board of Directors may order, a book of minutes of all proceedings of the Board of Directors, General Membership Meetings and of all committees thereof, a complete and current list of all members of the Association who are in good standing as defined by these Bylaws to be updated monthly; and (c) serve as custodian of the corporate records and seal of the Corporation. In addition, the Secretary shall have such other authority and perform such other duties as may be prescribed by the President, Board of Directors or the Executive Committee.

**7) Treasurer**

The President of the CHSAA shall appoint a Treasurer of the Association. The Treasurer shall: (a) maintain adequate and correct accounts of all funds received and expended by the Corporation as required by law; (b) assume custody and care of all Association funds and assets, and designate an approved person to deposit Corporate funds with a financial institution designated by the Executive Committee; (c) ensure that the Association's financial books are audited on an "as-needed" basis as determined by the Board of Directors or the Executive Committee with the advisement of the Audit Committee; (d) maintain an accurate accounting and description of all capital assets of the Corporation; (e) make available the Association's financial books for review at all Board and Executive Committee meetings and at any reasonable time at the request of a Board member; and (f) prepare and distribute monthly financial reports to the Board of Directors and the Association's members. In addition, the Treasurer shall have such other authority and perform such other duties as may be prescribed by the President, Board of Directors or the Executive Committee.



**8) Terms of Office**

Each Officer shall hold office until such Officer's successor is, in the case of the President and Vice-President, duly **elected**, and in the case of the Secretary and Treasurer, **appointed by the CHSAA President**, unless earlier removed pursuant hereto. The term of office for all officers of the corporation shall be four (4) years and may be elected to one additional, consecutive four (4) year term. Those persons shall not be eligible to serve in the capacity of any officer position for a period of one year after the end of his second term. After the one-year period however and provided he is otherwise qualified and in good standing pursuant to the other pertinent provisions of these Bylaws, the person may be elected to any office for up to two additional four-year terms but will not be eligible to succeed him or herself at any time thereafter. If the person is elected to any office due to the resignation, death, removal, or adjudication of mental incompetence of a then serving Officer (Article IV, Section 8 below), the person so elected to replace him/her shall serve for the remainder of the previously elected Officer's term of office and shall be eligible to be elected for two additional four-year terms at the conclusion of the term of office of the person he/she replaced.

**9) Vacancies**

A vacancy in any office shall be deemed to exist in the event of any Officer's death, resignation or removal, mental incompetence adjudged by a court of competent jurisdiction in any state or country (including, without limitation, any territory, dependency or possession of the United States of America), or conviction by any court in any state or country (including, without limitation, any territory, dependency or possession of the United States of America) of any felony.

Any such vacancy shall be filled within thirty (30) days after such vacancy occurs by nomination by any member of the Executive Committee of the Board of Directors followed by a majority vote of the Executive Committee at any meeting of the Executive Committee at which a quorum is present.

**10) Removal of Officers**

An Officer may be removed from office at any time, with or without cause, by a majority vote of the Directors present at any regular or special meeting of the Board of Directors at which a quorum is present. In the event that the President, Vice-President, Secretary or Treasurer ceases to be a member of the Board of Directors for any reason, such Officer immediately shall be deemed to have been removed from such Office.

**ARTICLE V – RELATIONS WITH OTHER ORGANIZATIONS**

The Association shall maintain relations with and, where appropriate, seek membership in other organizations interested in the purposes and activities of the Association, provided that such organizations are formed and operated exclusively for one or more of the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code). The Executive Committee shall determine the terms of such affiliation or membership on the part of such other organizations,

engaging in due diligence to ascertain the *bona fides* of said organization and reduce to writing said relationship in a Memorandum of Understanding (MOU) signed by both parties.

## **ARTICLE VI – BUDGET AND FISCAL YEAR**

### **1) Annual Budget**

Each fiscal year, the President, together with the other members of the Executive Committee, shall present an annual income and expense budget covering the ensuing year, and a comparison of the previous year's projected budget with the actual budget for that year, to the Board of Directors at least thirty (30) days prior to the end of the Association's fiscal year. The Board of Directors shall approve or reject such proposed annual budget by majority vote no later than the thirtieth (30<sup>th</sup>) day of the following fiscal year. In the event of such proposed annual budget is rejected, the President shall work with the Executive Committee to revise such proposed annual budget so as to obtain the Board's approval thereof as soon as reasonably practicable. Following the Board's approval of a proposed annual budget, the Executive Committee may consider and approve any necessary supplemental budgets.

### **2) Fiscal Year**

The Corporation's fiscal year shall begin on the first day of January and end at midnight of the last day of December.

### **3) Disbursements**

Disbursement of Corporation funds not included in the budget up to \$3,000.00 may be approved by a majority vote of the Executive Committee. Any disbursements in excess of \$3,000.00 not included in the budget must first be approved by the General Membership for consideration and approval by a majority vote of the Board of Directors.

### **4) Audit**

If the Executive Committee, the Board of Directors, or the Audit Committee determines that an audit of the accounts of the Corporation covering any particular period of time should be conducted, it shall be made by a Certified Public Accountant. The report of the auditors shall be read at the next meeting of the Board of Directors held subsequent to the completion of the audit and shall also be open to inspection by a Director of the Board of the Corporation.

## **ARTICLE VII – INDEMNIFICATION OF THE DIRECTORS**

The Corporation, to the extent legally permissible, shall indemnify and hold harmless, each member of the Board of Directors against all liabilities imposed upon or reasonably incurred by each in connection with any action, suit or other proceeding in which they may be involved or with which they may be threatened by reason of their acts or omissions as a member of the Board of Directors; provided, however, that this provision shall not eliminate or limit liability for (1) any breach of the individual's duty of loyalty to the Corporation, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (3) any transaction from which the Director derived an improper personal benefit.

## **ARTICLE VIII – AMENDMENT OF BYLAWS**

Subject to the provisions of these Bylaws, the Corporation's Certificate of Incorporation and applicable law, the power to amend, alter or repeal these Bylaws and to adopt new Bylaws may be exercised by the affirmative vote of a majority of Board of Directors subsequent to a review of the members then in good standing at a General Membership Meeting, provided that notice of the proposal to amend, alter, or repeal the Bylaws is provided to the Members at least thirty (30) days prior to the meeting at which such action is to take place. All proposals for change to these Bylaws shall first be reviewed by the Executive Committee for compliance with the Certificate of Incorporation and applicable law.

Revised on September 19, 2017