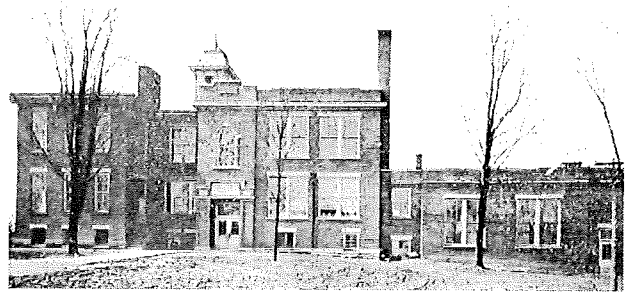


**CODE OF REGULATIONS
OF
SHILOH ALUMNI ASSOCIATION
ACTIVITIES AND SCHOLARSHIP
FOUNDATION FUNDS**



constructed in 1922

Article I
STATEMENT OF PURPOSE

Section 1.1

True to our Exceptionally Positive Values serving the graduating students financially throughout the Shiloh-Plymouth Community geographical areas to promote educational learning beyond high school.

Article II
MEMBERSHIP

Section 2.1 Class of Members

There shall be one class of Members in the Corporation. All members shall be Graduates or their families or once Attendees of the Shiloh Exempt Village School District Community.

Section 2.2 How Members are Affirmed

A Member is qualified for/affirmed to membership as a graduate or family member or once attendee of the Shiloh Exempt Village School District and now Plymouth-Shiloh Local School District and attend the Shiloh Alumni Association's Alumni Banquet/Business Meeting Corporation by virtue of their attendance. A member qualifies for membership in good standing in the corporation by contributing financially or in kind or by providing manpower to assist the corporation in its programs.

Article III
BOARD OF TRUSTEES

Section 3.1 Members

- (a) There shall be a Board of Trustees (herein after called the Board) consisting of Five (5) affirmed members who shall be regular members of the corporation, two (2) of whom shall be affirmed each year, to hold office for three (3) years as provided in Article IV.
- (b) The five (5) shall be as follows: President, Vice President, Secretary, Treasurer, Representative(s) At-Large.
- (c) Any vacancy in the membership of the Board may be filled for the unexpired term by the Board.
- (d) Any former or incumbent member of the Board affirmed by the membership of the Corporation shall be eligible to become one of the five (5) members of the Board. All affirmed members can serve consecutive three (3) year terms.

Section 3.2 Power and Duties

- (a) Subject to the provisions of these Regulations, the Board shall determine the policies of the Corporation and manage its affairs.
- (b) All appropriation of funds of the Corporation shall be made by the Board.
- (c) The Board shall review the accounts of the Treasurer. The accounts shall be reviewed by an Accounting Professional annually.
- (d) The fiscal year shall be Jan. 1 to Dec. 31.

Section 3.3 Meetings

- (a) The Board shall meet as necessary to conduct the affairs of the Corporation.
- (b) The President shall call meetings of the Board when desirable. He shall call a meeting when requested by three (3) members of the Board.
- (c) Notice of each meeting shall be given to each member of the Board by mail, phone, or email.
- (d) Three (3) members of the Board shall constitute a quorum. the act of a majority of the members of the Board present of a meeting at which a quorum is present shall be the act of the Board, except as otherwise provided in these Regulations.

Article IV

OFFICERS

Section 4.1 Officers

The Officers of the Corporation shall be President, Vice President, Treasurer, Secretary. Said officers shall be affirmed by a majority vote of the Board of Trustees.

Section 4.2 President

The President shall be the chief executive officer of the Corporation. He shall lead at all meetings and shall have powers and duties as are in these Regulations and as the Board assigns.

Section 4.3 Vice President

In the absence or disability of the President, the Vice President shall lead at all meetings and shall have such further powers and duties as the Board assigns.

Section 4.4 Treasurer

- (a) The Treasurer shall collect and, subject to the control of the Board, shall disburse all funds of the Corporation.
- (b) Shall report annually, and more often if required by the Board, the amount of funds received and disbursed by.
- (c) Shall keep regular accounts and at all times shall perform such other duties assigned by the Board.
- (d) Shall have an Accounting Professional review all account activity.

Section 4.5 Secretary

- (a) The Secretary shall keep a record of the Minutes of the Corporation.
- (b) Attend to all correspondence at the request of the President.
- (c) Keep a poll of the members, record minutes of all meetings of the Board.

Section 4.6 Other Officers

The Board shall define the duties of any Officer affirmed or appointed by it and may add to the duties of any officer of the Corporation.

Section 4.7 Term

Each Officer shall be affirmed at the first meeting of the Board which shall follow the annual meeting of the Corporation by no more than (30) days. The officers affirmed shall serve until the first meeting of the Board following the next meeting of the Corporation the following year.

Section 4.8 Vacancies

The vacancy in any office shall be filled for the unexpired term by appointment by the Board, except that if the office of the President becomes vacant, the Vice President shall fill such office.

Section 4.9 Salaries

The members of the Board and all officers affirmed or appointed therefrom shall serve without compensation.

ARTICLE V **NOMINATIONS**

Section 5.1 Nominations; Board Members

- (a) At least thirty (30) days prior to the annual meeting of the Corporation, the Board shall nominate from the regular attendees of the Corporation, at least one candidate for each position on the Board which is to be filled at the annual meeting.
- (b) An additional candidate or candidates for any of the offices to be filled may be nominated of any members of the Corporation at each annual meeting.
- (c) The slate of member candidates will be available from the secretary and the website.

ARTICLE VI

MEETINGS

Section 6.1 Meeting

The Corporation shall hold an annual meeting on the last Saturday in May (before Memorial Day) and such additional meetings as determined by the President or when requested by 3 members of the Board.

Section 6.2 Notice

Notice stating the place and time of any meeting of the Corporation shall be by mail and on the website.

Section 6.3 Quorum

Those members in attendance shall constitute a quorum at a meeting of the Corporation.

Section 6.4 Reading of Minutes

The reading of minutes of any meeting shall not be required unless request be made at the commencement of proceedings during the following meeting.

Section 6.5 Constitutional Changes

Constitutional changes shall require (2/3) two thirds majority vote of those in attendance at the annual meeting of the Corporation.

ARTICLE VII

DISTRIBUTION OF ASSETS OF FINAL LIQUIDATION

Section 7.1 Dissolution

Upon the dissolution of this organization, assets shall be distributed to another IRS 501(c)(3) charitable organization(s).

ARTICLE VIII
REFERENDUM ON QUESTION OR ISSUES

Section 8.1 Issues

The Board shall have power to address any issues presented to the Board of Trustees.

Approved by the Board of Trustees 11-08-2017

President _____

Vice President _____

Secretary _____

Treasurer _____

Representative(s) At Large _____

Representative(s) At Large _____